



TIRE GROUP INTERNATIONAL, INC.

March 27, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000001762770
-03/29/96--01064--013
****122.50 ****122.50

Re: Filing of new corporation - T.G.I. INTERNATIONAL, INC.

Dear Sirs:

Enclosed please find a check in the amount of \$122.50 for the filing of a new corporation. The Articles of Incorporation and Designation of Registered Agent are also enclosed.

Thank you for your attention to this matter.

Sincerely,

Orlando Garcia, Jr.

FILED
96 MAR 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR - 4 1995

**ARTICLES OF INCORPORATION
OF**

T.G.I. INTERNATIONAL, INC.

FILED
96 MAR 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME
AND PRINCIPAL CORPORATE ADDRESS**

The name of this Corporation is:

T.G.I. INTERNATIONAL, INC.

The principal corporate address of this
Corporation is:

6695 N.W. 36 Avenue, Miami, Florida 33147.

**ARTICLE II
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the

Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:
6695 N.W. 36 Avenue, Miami, Florida 33147.

The name of the initial registered agent of this Corporation at that address shall be: Orlando Garcia, Jr..

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have three directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII

**ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

POSITION	NAME	STREET ADDRESS
President:	Antonio Gonzalez	6695 N.W. 36 Avenue Miami Florida 33147
Treasurer:	Agustin Herran	6695 N.W. 36 Avenue Miami Florida 33147
Secretary:	Orlando Garcia, Jr.	6695 N.W. 36 Avenue Miami Florida 33147

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

NAME	STREET ADDRESS
Orlando Garcia, Jr.	6695 N.W. 36 Avenue Miami Florida 33147

**ARTICLE IX
SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the

power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or

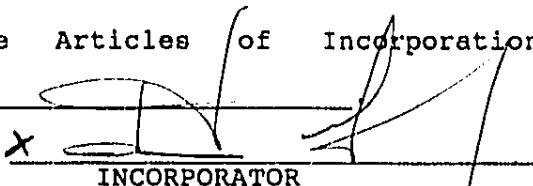
Invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws,

agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, and pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of


INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME personally appeared Orlando Garcia, Jr. to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made

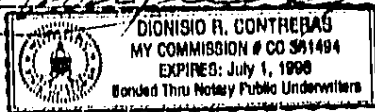
and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the state and county aforesaid, this

26 day of March, 1996.

My Commission Expires:

NOTARY PUBLIC, State of Florida at
Large



**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

FILED
96 MAR 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, T.G.I. INTERNATIONAL, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6695 N.W. 36 Avenue, Miami, Florida 33147 has named Orlando Garcia, Jr., located thereat as its registered agent to accept service of process within this State.

By: X


INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: X


REGISTERED AGENT

C:\works\corporat\tgiart.inc

P96000029434

Garcia, Martinez & Dominguez, P.A.

501 Northeast First Avenue,

Second Floor

Miami, Florida 33132

Humberto R. Dominguez

Richard J. Martinez

Carlos Garcia

Telephone: (305) 577-3444

Fax: (305) 577-8666

Att. Limited To Practice In
Washington, D.C.

July 1, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001886980
-07/09/96--01014---005
*****35.00 *****35.00

Re: T.G.I. International, Inc.
Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Article of Amendment to Articles of Incorporation on behalf of T.G.I. International, Inc., as well as this firm's check made payable to the Department of State in the amount of \$35.00 representing your fee for same.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

HUMBERTO R. DOMINGUEZ

HRD/lm

Enclosures

SH 2/31
Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 29 AM 10:56

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1996

Humberto Dominguez
Garcia, Martinez & Dominguoz, P.A.
501 NE 1st Ave., Second Floor
Miami, FL 33132

SUBJECT: T.G.I. INTERNATIONAL, INC.
Ref. Number: P96000029434

We have received your document for T.G.I. INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00034464

**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
95 JUL 29 12:10:55
TALLAHASSEE, FLORIDA

_____ **U.G.L. International, Inc.** _____

(prescribe name)

Pursuant to the provisions of section 607.006, Florida Statutes, this Florida profit corporation adopts the following

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII is amended to read as follows:

POSITION	NAME	STREET ADDRESS
CEO and Treasurer	Antonio Gonzalez	6695 N.W. 36th Avenue Miami, FL 33147
Chairman and Secretary	Agustin Herran	6695 N.W. 36th Avenue Miami, FL 33147
President	Orlando Garcia, Jr.	6695 N.W. 36th Avenue Miami, FL 33147

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption May 1, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

☐ The amendments(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendments(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer adopted by the shareholders)

OR

(By an incorporator if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ORLANDO GARCIA, JR.

President
Title