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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARTINO TIRE CO. HOMESTEAD II

AUDIT NUMBER.....H96000013770

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MARTINO TIRE CO. HOMESTEAD II
REF: W96000020789

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FAX Aud. #: H96000013770
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ARTICLES OF INCORPORATION
OF
MARTINO TIRE CO. HOMESTEAD II

Article I

CORPORATE NAME

The Name of this Corporation shall be: MARTINO TIRE CO. OF
HOMESTEAD II.

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business
permitted under the laws of the United States and under the laws of
the State of Florida.

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 210
shares of stock. The shares of stock authorized shall be common
stock having a par value of \$100.00 per share. The consideration
to be paid for each share of stock shall be fixed by the Board of
Directors.

Prepared By:
HOWARD L. KUKER
9260 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156
(305) 670-0987

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be: c/o MTC MANAGEMENT COMPANY, 13155 SW 132 Avenue, Miami, Florida 33186.

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME

HOWARD L. KUKER

ADDRESS

9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name

ANSELME MARTINO

Address

c/o MTC MANAGEMENT COMPANY
13155 SW 132 Avenue, Miami, FL

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SALOMON MARTINO

c/o MTC MANGEMENT COMPANY
13155 SW 132 Avenue, Miami, FL

EDWARD E. MARTINO

c/o MTC MANGEMENT COMPANY
13155 SW 132 Avenue, Miami, FL

The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

MARIA T. MORIN


508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.



MARIA T. MORIN
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

(continued . . .)

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STATE OF FLORIDA)
COUNTY OF DADE) SS

The foregoing instrument was acknowledged before me this 30th day of September, 1996, by MARIA T. MORIN & who is personally known to me and who did not take an oath.

Howard L. Kuker
NOTARY PUBLIC, STATE OF FLORIDA
name: HOWARD L. KUKER
my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED: 09/30/96

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

25/07/1996 10:00 AM

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