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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TIRE SEAL U.S.A CORP.

AUDIT NUMBER.....H96000014547

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION OF
TIRE SEAL U.S.A. CORP.**

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ARTICLE I - NAME

The name of the corporation is Tire Seal U.S.A. Corp.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Jack Benabib, 12355 N.E. 13 Ave., Suite 300, Miami, Florida 33161.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 12355 N.E. 13 Ave., Suite 300, Miami, Florida 33161.

ARTICLE VII - OFFICERS

The affairs of Tire Seal U.S.A. Corp., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall

This instrument prepared by:
Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

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Tire Seal U.S.A. Corp.
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be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President - Jack Benabib
12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

Vice President - Baruch Rapoport
4141 Nautilus Dr.
#5C
Miami Beach, Florida 33140

Secretary - Adriana Pavluk
12355 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Jack Benabib	12355 N.E. 13th Ave. Suite 300 Miami, Florida 33161
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Adriana Pavluk	12355 N.E. 13th Ave. Suite 300 Miami, Florida 33161
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Baruch Rapoport	4141 Nautilus Dr. #5C Miami Beach, Florida 33161
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Joel Barnehana

105-25 180 Street
Jamaica, New York 11433

ARTICLE IX - BYLAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles

is:

Jack Beachly

12955 N.E. 13th Ave.
Suite 300
Miami, Florida 33161

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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Tire Seal U.S.A. Corp.
Articles of Incorporation

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida on the 15th day of October, 1996.

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TALLAHASSEE, FLORIDA


JACK BENARD

STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared JACK BENARD, who is personally known to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 15th day of October, 1996.

My Commission Expires:

Notary Public of the State
of Florida at Large

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