

P97000006504

Miami, December 4, 1996

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

700002029177--2
-12/13/96--01088--006
*****70:00 *****70:00

Gentlemen:

This is to inform you that on 09-30-96 we sent you the articles of incorporation of our corporation MIKE TIRE, INC. No. II, located at 2400 S.W. 62 Avenue, Miami, Florida 33143. At that time we enclosed a Money Order for \$70.00.

As we have not received the above articles of incorporation we are now enclosing two copies of the above mentioned articles and a new Money Order for \$70.00 as we assume they are lost.

We will appreciate your response to this matter.

Very truly yours,

MIKE TIRE INC. No. II

Manuel Falla
President

Manuel A. Falla
Manuel A. Falla
2400 S.W. 62 Avenue
Miami, Florida
33143

305 643-0231

enc.

Jose Hernandez

W96-26336

FILED
97 JAN 23 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8N DEC 16 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1996

MANUEL FALLA
2400 SW 62 AVE.
MIAMI, FL

SUBJECT: MIKE TIRE INC. II
Ref. Number: W96000026336



We have received your document for MIKE TIRE INC. II and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00055945



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1997

**FLORA FALLA
6400 SW 62 AVE.
MIAMI, FL 33143**

2ND MAILING

We have received your document for MIKE TIRE INC. II and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00000398

Miami, Fla.

Jan. 10/97.

DIVISION OF CORPORATIONS
FLA. DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FLA. 32314

Dear Sirs:

According to your instructions we had accomplished
what it was required.-

Thanks,

Mike Tire Inc. #II
Flora Falla, *John Falla*
Resident Agent

6400 S.W. 62 Ave.
Miami, Fla. 33143.

ARTICLES OF INCORPORATION

FILED
97 JAN 23 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation is: MIKE TIRE INC. II

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is UPON ACCEPTANCE BY SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows: 500 Shares (Five hundred Shares)

- A. DESIGNATION. The stock of this corporation shall be known as Common Stock.
- B. AUTHORIZED. The maximum number of shares of Common Stock that this corporation may issue is: 7,500
- C. CAPITAL. The amount of capital with which this corporation shall commence business shall not be less than \$500.00
- D. PAR VALUE. Each share of Common Stock shall have the par value of \$ 1.00. -
- E. CONSIDERATION. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- F. NON ASSESABILITY. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- G. VOTING RIGHTS. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- H. DIVIDENDS. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. LIQUIDATION RIGHTS. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of
this corporation is: 6400 S.W. 62 Ave. Miami, Fla. 33143.
PRINCIPAL ADDRESS SAME AS RESIDENT AGENT'S
and the name of the Initial Registered Agent of this corporation
at that address is: Flora Falla

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially 3 Directors.
The number of Directors may be either increased or decreased,
from time to time by the bylaws but shall never be less than
 . The name(s) and address(es) of the initial Director(s)
of this corporation is (are):

Miguel A. Falla
50%

President and Treasurer
7630 S.W. 21TH Terr.
Miami, Fla. 33177

Flora Falla
25%

Secretary And Resident Agent
6400 S.W. 62 ND. Ave,
Miami, Fla. 33143.

Miguel Jr. Falla
25%

Vice-President
7630 S.W. 21 TH Terr.
MIAMI, FLA. 33177

STATE OF FLORIDA, COUNTY DADE

Sworn to and subscribed before me this 30

day of Sept, 19 96

Witness my hand and official seal

Notary Public

OFFICIAL NOTARY SEAL
V M MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC561934
MY COMMISSION EXP. MAY 10, 2000

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

SHAREHOLDERS QUORUM AND VOTING

51% of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during this term.

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of 51% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

INDEMNIFICATION

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

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

IN WITNESS WHEREOF, the undersigned subscriber(s) have
executed these articles of incorporation this 17 day of
September--1996, ---12---

Miguel A. Falla (SEAL)
President and Treasurer

Flora Falla (SEAL)
Secretary and Resident Agent

Miguel Jr. Falla (SEAL)
Vice-President

_____ (SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledg-
ments in the state and county set forth above, personally appeared

Miguel A. Falla, Flora Falla and Miguel Jr. Falla

_____, known to me and known by me to

be the person(s) who executed the foregoing articles of incorpora-
tion, and he (they) acknowledged before me that he (they) executed
those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this 30
day of Sept 1996. vm

V. M. Martinez
NOTARY PUBLIC
State of Florida, At Large

My commission expires:

OFFICIAL NOTARY SEAL
V. M. MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC551934
MY COMMISSION EXPI. MAY 10, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First.- That MIKE TIRE INC.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Miami, County of Dade,
State of Florida, has named Flora Falla
located at 6400 S.W. 62 ND. Ave.

City of Miami, County of Dade
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for
the above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.



Resident Agent

FILED
97 JAN 23 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA