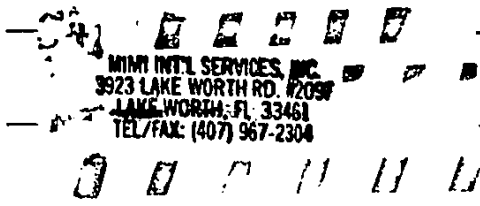


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MIAMI INTL SERVICES, INC.  
3923 LAKE WORTH RD. #209F  
LAKE WORTH, FL 33461  
TEL/FAX: (407) 967-2304

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. \_\_\_\_\_ (Corporation Name) (Document #)
- 2. \_\_\_\_\_ (Corporation Name) (Document #)
- 3. \_\_\_\_\_ (Corporation Name) (Document #)
- 4. \_\_\_\_\_ (Corporation Name) (Document #)

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\*\*\*\*122.50 \*\*\*\*122.50

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 17 AM 10:49

Examiner's Initials JP 2/20/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 17 AM 10:49

ARTICLES OF INCORPORATION  
OF  
USA-SPEED IMPORT & EXPORT, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLES I

NAME

The name of this corporation shall be:

USA-SPEED IMPORT & EXPORT, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

3605-36th Way  
West Palm Beach, Florida 33407

with privilege of having branch offices at other places within or outside the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of the corporation is:

NILO SERGIO VIANA BEZERRA  
3605-36th Way  
West Palm Beach, Florida 33407

ARTICLE VIII

OFFICERS AND DIRECTORS

The name and address of the initial officer and director who shall hold office for the first year of the corporation's existence or until his/her successors are elected:

NEVILON LUIZ VIANA BEZERRA, President  
Rua Fiscal Viena  
3389-Joaquini Tavora  
Forcaceta, CE, Brazil CEP 60.000

NILO SERGIO VIANA BEZERRA, Vice President  
3605-36th Way  
West Palm Beach, Florida 33407

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding office in the corporation.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these articles is:

NILO SERGIO VIANA BEZERRA  
3605-36th Way  
West Palm Beach, Florida 33407

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal shall be vested in the board of directors and shareholders.

ARTICLE XI

Every shareholder, upon the sale for cash of a new stock of this corporation of the same kind, class series as that which he/she already holds, shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

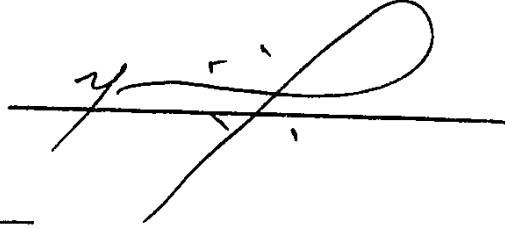
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and outside the State of Florida, under the laws of Florida, do and make file these Articles, hereby declaring and certifying that the facts herein stated are true, this 12<sup>th</sup> day of February, 1997.

In the presence of:



\_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA

COUNTY OF PALM BEACH

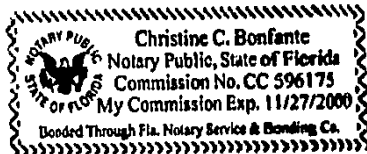
BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforementioned to take acknowledgements and administer oaths, personally known to me or presented I.D. in the form of \_\_\_\_\_ executed the foregoing instrument and who under oath acknowledged to me and before me that he/she executed same.

WITNESS my hand and official seal in the County and State last aforementioned the 12<sup>th</sup> day of February, 1997.

  
Notary Public

My commission expires:

Seal



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

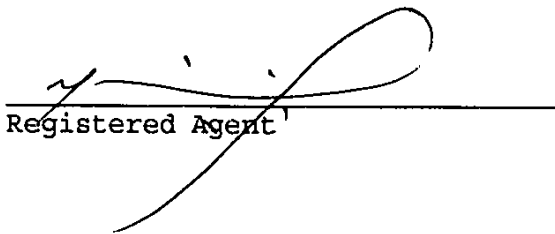
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that VSA Speed Impact Expert, Inc. desiring to organize under the laws of the States of Florida with its principal office at 3605-36th Way, West Palm Beach, FL 33407 County of Palm Beach, State of Florida has named:

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 the capacity and agree to comply with the provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

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SECRETARY OF CORPORATIONS  
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