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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770
NAME: QUALITY TIRE INTERNATIONAL, INC.
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Ray Stormont
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ARTICLES OF INCORPORATION
OF
QUALITY TIRE INTERNATIONAL, INC.

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the Corporation is **QUALITY TIRE INTERNATIONAL, INC.**, and the principal address shall be 15457 S.W. 146th St., Miami, Florida 33196.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

NATURE OF 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 IV

CAPITAL STOCK

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.
10621 N. Kendall Dr., Suite 208
Miami, FL 33176
(305) 598-6577
FL Bar No. 749060

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15457 S.W. 146th St., Miami, Florida 33196, and the name of the initial registered agent of this corporation is William J. Sanchez, at 10621 N. Kendall Dr., Suite 208, Miami, Florida 33176.

Article VI

DIRECTORS

(a) Number. This corporation shall have one(1) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the director of the corporation is:

Name	Address
Miguel A. Benedetty President	15457 S.W. 146th Street Miami, Florida 33196

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

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Article VIII

INCORPORATOR

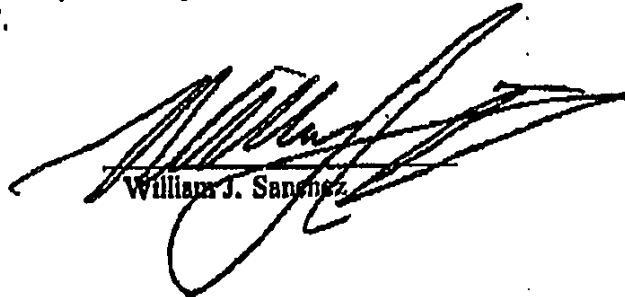
William J. Sanchez, Esq.
10621 N. Kendall Dr., Suite 208
Miami, Florida 33176

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

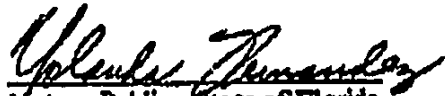
IN WITNESS WHEREOF, the incorporator has executed these Articles the 20th day of March, 1997.



William J. Sanchez

State of Florida)
) SS
County of Dade)

The following instrument was acknowledged and personally known before me this 20th day of March, 1997.



Yolanda Fernandez
Notary Public, State of Florida



YOLANDA FERNANDEZ
My Commission 00400008
Expires Dec. 26, 1999
Bonded by ANG
800-862-0878

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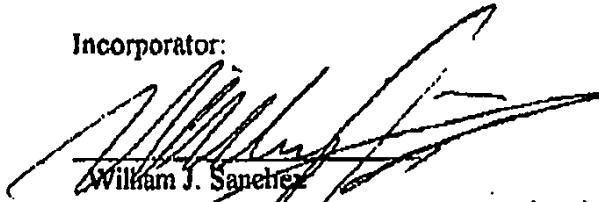
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Miguel A. Benedetty, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 15457 S.W. 146th Street, Miami, Florida 33196, has designated William J. Sanchez, located at 10621 N. Kendall Drive, Suite 208, Miami, Florida 33176, as its agent, and accept service of process within Florida.

Incorporator:

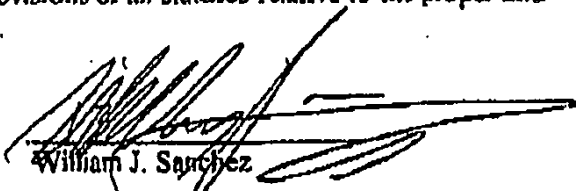


William J. Sanchez

Date:

13 March 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



William J. Sanchez

Date:

13 March 1997

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