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FAX #: (305)541-3770

NAME: INTERNATIONAL TIRE SEALANT, INC/.

AUDIT NUMBER...... H97000006224

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

CERT. OF STATUS...0

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ASTICLES OF INCORPORATION OF INTERNATIONAL TIRE SEALANT, INC.

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Article 1.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The name of the Corporation shall be: INTERNATIONAL TIRE SEALANT, INC., its principal place of business of this Corporation shall be:

100 West Cypress Creek Road Suite 930 Ft. Lauderdale, FL 33309

ARTICLE II. DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock which shall be designated "Common Stock".

Prepared By:

Beverly L. Vesel, Esq. Trade Centre South, Suite 930 100 West Cypress Creek Road Pt. Lauderdale, FL 33309 (954) 771-6210 Florida Bar \$323713

APTICLE V. ADDRESS

The street address of the initial Registered Office of the Corporation shall be 100 West Cypress Creek Road, Suite 930, Fort Lauderdale, Plorida 33309. The name of the initial Registered Agent of the Corporation at that address is: Beverly L. Vesel

ARTICLE VI. DIRECTOR

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Gary Cooper 100 West Cypress Creek Road Suite 930 Ft. Lauderdale, FL 33309

The name and street address of the Incorporator of these Articles of Incorporation is:

Gary Cooper 100 West Cypress Creek Road Suite 930 Ft. Lauderdale, FL 33309

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX. POMERS

This Corporation shall have all the corporate powers enumerated in the Plorida General Corporations Act.

ARTICLE X. INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

ARTICLE XI.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of April, 1997.

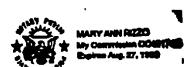
Gamy Cooper

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Gary Cooper, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this day of April, 1997



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MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT OF INTERNATIONAL TIRE SEALANT. INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

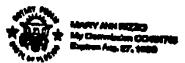
Beverly L. Vesel

By: Beverly L. Vesel

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Beverly L. Vesel, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that she executed the same and who did take an oath.

WITNESS my hand and seal this 64 day of April, 1997



HOTARY JUBLIC

MARY ANN RISZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires: