

P97000086613

TIRERAMA NO. 2, INC.

370 Northwest 8th Avenue
Miami, Florida 33128

October 2, 1997

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

RE: TIRERAMA NO. 2, INC.

300002312893--4
-10/06/97--01131--017
***122.50 ***122.50

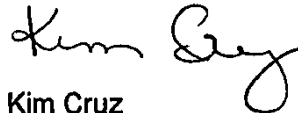
To whom it may concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above-mentioned corporation and a check in the amount of \$122.50 made payable to the Secretary of State to cover filing fees. Please file the Articles of Incorporation and return a certified copy to my attention in the self-addressed postage-paid envelope enclosed.

Do not hesitate to contact me at 1-800-552-7733 ext. 234 if you have any questions. Thank you.

Sincerely,

TIRERAMA NO. 2, INC.



Kim Cruz

KC/ig
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 4:49

10-7-97
WJS

**ARTICLES OF INCORPORATION
OF
TIRERAMA NO. 2, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 4:49

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

ARTICLE I

The name of the corporation is **TIRERAMA NO. 2, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the United State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial office of the corporation is 370 Northwest 8th Avenue, Miami, Florida 33128.

ARTICLE VI

The corporation shall have at least one director, initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member of the First Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until their successor(s) is elected and has qualified is:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Humberto T. Cruz | 370 Northwest 8th Avenue Miami, Florida 33128 |

ARTICLE VIII

Members of the Board of directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Humberto T. Cruz | 370 Northwest 8th Avenue Miami, Florida 33128 |

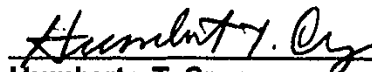
ARTICLE XI

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 wither 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 directors.

ARTICLE XII

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

EXECUTED at Miami, Florida, this 30 day of October, 1997.


Humberto T. Cruz

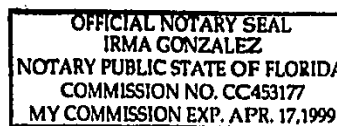
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **Humberto T. Cruz**, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of **TIRERAMA NO. 2, INC.** acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 30 day of October, 1997.


Notary Public, STATE OF FLORIDA

My Commission Expires: 4/17/99



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

TIRERAMA NO. 2, INC. desiring to organize under the laws of the State of Florida, hereby designates **Humberto T. Cruz** its registered agent and 370 Northwest 8th Avenue, Miami, Florida 33128 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Humberto T. Cruz, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 PM 4:49