

P97000101557

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32214

SUBJECT: TRACTOR WORLD, USA CORP

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 Filing Fee, Certified Copy & Certificate.

FROM: Emilio Tirado-Vales
280 N. W. 151st Ave.
Pembroke Pines, FL 33028
(305) 903 - 4925

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS TRACTOR WORLD, USA CORP. mailing address is 280 N.W 151st AVE. PEMBROKE PINES, FLORIDA 33028.

ARTICLE II

DURATION

This corporation shall have a perpetual existence, unless dissolved according to the law.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

this corporation is authorized to issue Five Hundred (500) Shares of One Dollar (1.00) Par Value Common Stock, which shall be designated "COMMON SHARES."

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The street address off the initial registered office of this corporation is 280 N.W. 151 ST. AVE. PEMBROKE PINES, FL. 33028 and the name of the initial registered agent of this corporation at that address is EMILIO J. TIRADO-VALES.

ARTICLE VI

INITIAL BOARD OF DIRECTOR (S)

This corporation shall have (1) (one) director (s) initially. The number of director(s) may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name(s) and address (es) of the initial director (s) of this corporation is/are:

**EMILIO J. TIRADO-VALES
280 N.W. 151 ST. AVENUE
PEMBROKE PINES, FLORIDA 33028**

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure a judgment in its favor) by reason of the fact that her or his testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

ARTICLE VIII

OFFICERS

The officers of this corporation shall be as follows:

**EMILIO J. TIRADO-VALES
PRESIDENT, VICE PRESIDENT,
SECRETARY & TREASURER**

ARTICLE IX

INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to these Articles of Incorporation is / are as follows:

EMILIO J. TIRADO-VALES
280 N.W. 151 ST AVENUE
PEMBROKE PINES, FLORIDA 33028

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator (s) has / have executed these Articles of Incorporation this 20th day of November, 1997


Emilio J. Tirado-Vales

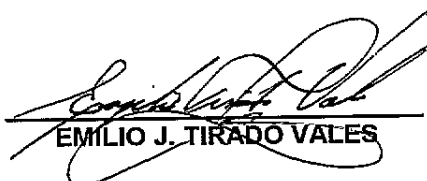
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First -- that TRACTOR WORLD, USA CORP.
desiring to organize under the laws of the state of Florida with its principal office, at 280 N.W. 151st Avenue, Pembroke Pines, County of Dade, State of Florida, has named Emilio J. Tirado-Vales located at 280 N.W. 151st Avenue, Pembroke Pines, Florida. County of Dade, State of Florida, as its agent to accept service of process of within this state.

Having been named to accept service of process of 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.

BY:


EMILIO J. TIRADO VALES

COUNTY OF DADE)
STATE OF FLORIDA)

BEFORE ME, notary public authorized to take acknowledgments in the State and County set forth above personally appeared EMILIO J. TIRADO-VALES known to me and by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF. I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 20TH day of November, 1997.

Jacqueline Gallardo Oliva

