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Of Counsel:

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December 18, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: Filing of Articles of Incorporation for
AK TIRES INTERNATIONAL, INC.

Ladies and Gentlemen:

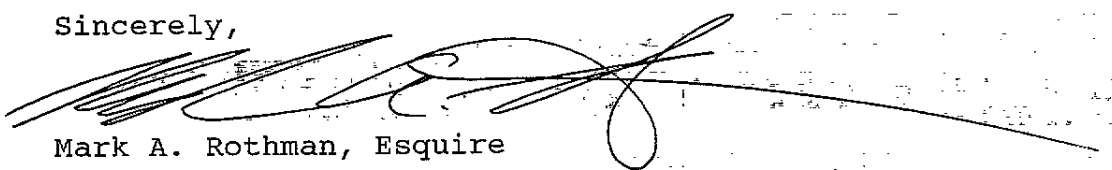
Enclosed are the Articles of Incorporation for a corporation to be incorporated as AK TIRES INTERNATIONAL, INC. Enclosed is a check in the amount of \$122.50 representing the following:

Filing Fees	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles	52.50

Total \$122.50

If you have any additional questions, please feel free to contact my office.

Sincerely,


Mark A. Rothman, Esquire

MAR/mr

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
12-24-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
AK TIRES INTERNATIONAL, INC.**

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

AK TIRES INTERNATIONAL, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

7922 Sailboat Key Blvd., #504
South Pasadena, Florida 33707

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of voting common stock, each having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
Holger Kratzik	7922 Sailboat Key Blvd., #504 South Pasadena, Florida 33707

ARTICLE VIII - INCORPORATORS


The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Holger Kratzik	7922 Sailboat Key Blvd., #504 South Pasadena, Florida 33707
Paul J. Lee	15628 Bear Creek Dr. Tampa, Florida 33624

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5th day of December, 1997.




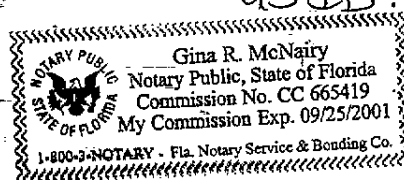
Holger Kratzik, Incorporator

STATE OF FLORIDA

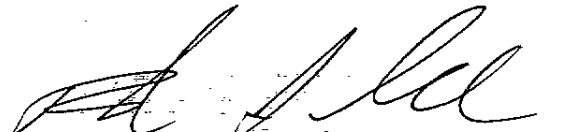
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared and personally known to me, Holger Kratzik, who acknowledged to me that he executed these Articles of Incorporation. *showed passport as ID.*


Gina R. McNairy



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of December, 1997.


Paul J. Lee, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared and personally known to me, Paul J. Lee, who acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of December, 1997.


Notary Public
State of Florida at Large

My Commission Expires:

ARA ELOIAN
Notary Public, State of Florida
My Comm. Expires April 4, 1999
No. CC450779

DEPARTMENT OF STATE

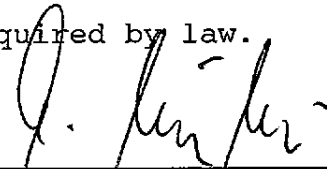
Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

AK TIRES INTERNATIONAL, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7922 Sailboat Key Blvd., #504, South Pasadena, Florida 33707, County of Hillsborough, State of Florida, and names Holger Kratzik, 7922 Sailboat Key Blvd., #504, South Pasadena, Florida 33707, County of Hillsborough, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Holger Kratzik, Registered Agent

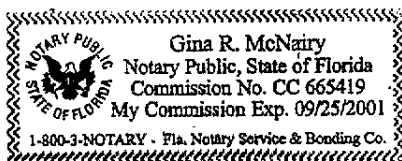
Filing Fee: \$35.00

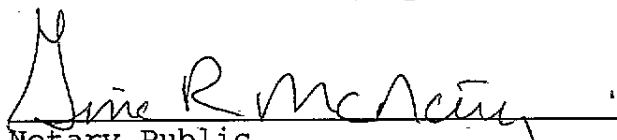
AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared HOLGER KRATZIK, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 5th day of December, 1997.




Notary Public
State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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