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December 24, 1998

Secretary of State
Florida Department of State
Division of Corporations
Tallahassee, Florida

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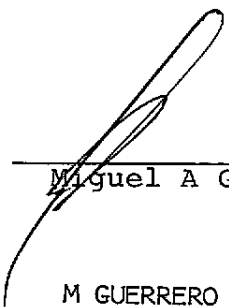
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*****78.75 *****78.75

Dear Secretary of State:

Please find enclosed my M GUERRERO TIRES, INC.
application duly signed and notarized for processing, also
find enclosed my check in the amount of \$78.75 to cover
the filing fees.

Sincerely,


Miguel A Guerrero

M GUERRERO TIRES, INC.
683 E 20TH STREET
HIALEAH, FLORIDA 33013

FILED
98 DEC 24 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

M GUERRERO TIRES, INC.

ARTICLE I

The name of the Corporation is :

M GUERRERO TIRES, INC.

ARTICLE II

The Corporation may engage in or transact in any or all activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The Corporation is authorized to issue and have outstanding an aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

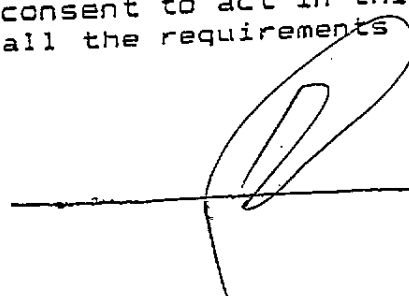
ARTICLE V

The Corporation initial Registered Agent and Principal Office in the STATE OF FLORIDA are :

INITIAL REGISTERED AGENT : MIGUEL A GUERRERO

INITIAL PRINCIPAL OFFICE : 683 E 20th Street
Hialeah, Florida 33013

Having been named Initial Registered Agent to accept service of process of Corporation at the Initial Principal Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is ONE, the number of Directors may be increased or decreased from time to time by the BY LAWS but shall never be less than ONE.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are :

NAME :

ADDRESS :

MIGUEL A GUERRERO

683 E 20th Street
Hialeah, Florida 33013

ARTICLE VIII

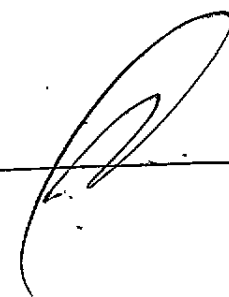
The name and addresses of the Incorporators executing these Articles of Incorporation are :

NAME :

ADDRESS :

MIGUEL A GUERRERO

683 E 20th Street
Hialeah, Florida 33013



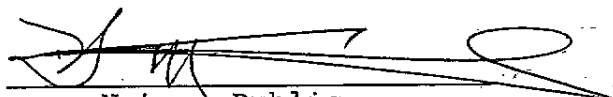
ACKNOWLEDGMENT.

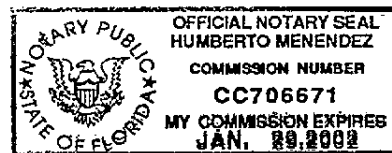
STATE OF FLORIDA)
COUNTY OF DADE)

Before a Notary Public authorized to take acknowledgments
in the STATE OF FLORIDA and COUNTY OF DADE, set forth above
personally appeared : MIGUEL A GUERRERO

know to me and by me to be the person who executed the
foregoing Articles of Incorporation, and they acknowledged
before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set hereunto my hand and seal
affixed in the STATE OF FLORIDA, COUNTY OF DADE, this
24th day of December 1998.


Notary Public



FILED
98 DEC 24 AM 7
SECRETARY OF STATE
TALLAHASSEE, FLORIDA