

P99000025187
memorandum

Date: March 11, 1999

To: Doris Brown
New Filings
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002805994--3
-03/15/99--01107--003
*****78.75 *****78.75

Subject: The enclosed Articles of Incorporation for Titan International Investment Corp.

Dear Ms. Brown,

I am enclosing the articles of incorporation for filing along with a check in the amount of \$78.75 (\$70 to record the incorporation and \$8.75 for a certified copy).

I am also enclosing a self addressed federal express envelope, to be used for the return of the recorded articles of incorporation.

If you have any questions please call me at 1-305-945-7892.

Thank you for your prompt response,



Mark Fernandes

Accounting & Bookkeeping Service, Inc.

FILED
99 MAR 15 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark GAVE
AUTHORIZATION BY PHONE TO
CORRECT 1/1 acceptance
DATE 3/19/99 3/11/99
DOC. EXAM T.A.

CONFIDENTIAL

Page 1

T.A. - 3/19/99

ARTICLES OF INCORPORATION
TITAN INTERNATIONAL INVESTMENT CORP.

FILED
99 MAR 15 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Titan International Investment Corp.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The stock of this corporation consist of 1 class, namely

1. Class A stock consisting of 1,000 shares of voting stock, each having a \$ 1.00 par value.

The principal place of business for this corporation shall be:

16300 NE 19th Ave #231
North Miami Beach, FL 33162

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

Mark Fernandes
16300 NE 19th Ave # 231, North Miami Beach, FL 33162

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Joseph M. Gonzalez
1865 79th Street Causeway
North Bay Village, FL 33141

ARTICLE VII - BY - LAWS

The By-laws of this Corporation may be adopted, altered, amended or repealed by either the Class A stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

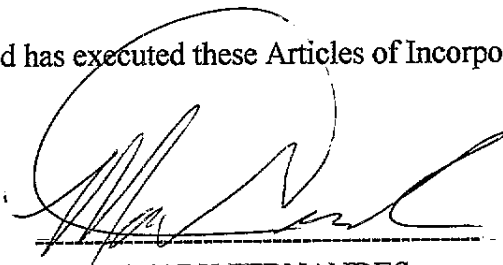
The name and address of the person signing these Articles is

Mark Fernandes
16300 NE 19th Ave # 231
North Miami Beach, Fl 33162

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with Florida law.

In witness whereof, the undersigned has executed these Articles of Incorporation this
11th Day of March 1999.

A handwritten signature in black ink, appearing to read 'Mark Fernandes', is written over a horizontal line.


MARK FERNANDES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF
THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED
HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE DISCHARGE OF IT DUTIES.

DATED, THIS 11TH DAY OF MARCH, 1999.

Mark Fernandes

BY 

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above,
personally appeared MARK FERNANDES, known to me and known by me to be the
person who, as INCORPORATOR, executed the foregoing Articles of Incorporation of
Titan International Investment Corp., and he acknowledged before me that he executed
those Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 11th day of March, 1999.



NOTARY PUBLIC, STATE OF
FLORIDA, AT LARGE

My Commission Expires:



MALICA PULATOVA-KOVALCHUK
Notary Public - State of Florida
COMMISSION # CC 627174
EXPIRES MAR 5, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 15 AM 10:01

FILED