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P99000026328

March 16, 1999

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

BY FEDEX

EFFECTIVE DATE  
3/16/99

Re: TireMall.Com, Inc.

500002809275--2  
03/17/99-01067-010  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4221, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,

Juan C. Martinez

JCM/jlr  
Enclosures

FILED  
99 MAR 17 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T.A. - 3/23/99

EFFECTIVE DATE  
3/16/99

ARTICLES OF INCORPORATION  
OF  
TIREMALL.COM, INC.

FILED  
99 MAR 17 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is TireMall.Com, Inc. Its principal office and mailing address is 2795 N.W. 105 Avenue, Miami, Florida 33172.

ARTICLE II - DURATION

The effective date of this Corporation shall be March 16, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Juan C. Martinez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:


<u>Name</u>	<u>Address</u>
Robert D. Balogh	2795 N.W. 105 Avenue Miami, Florida 33172
Robert G. Balogh	2795 N.W. 105 Avenue Miami, Florida 33172
Bret M. Balogh	2795 N.W. 105 Avenue Miami, Florida 33172

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

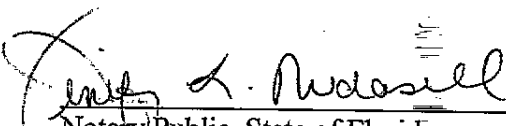
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Juan C. Martinez	The Colonnade, Suite 710 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134

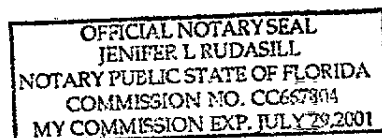
  
\_\_\_\_\_  
Juan C. Martinez  
Incorporator

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

The foregoing Articles of Incorporation of TireMall.Com, Inc., were acknowledged before me this 16<sup>th</sup> day of March, 1999, by Juan C. Martinez, as Incorporator.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

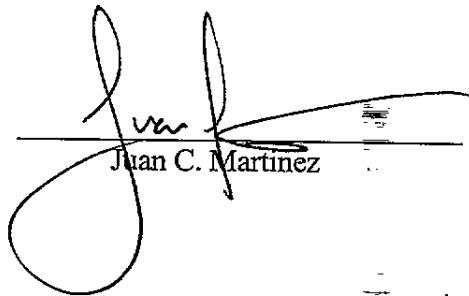
(Seal)



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for TireMall.Com, Inc., at the place designated in the Articles of Incorporation, Juan C. Martinez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 16, 1999.

  
Juan C. Martinez

**FILED**  
99 MAR 17 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA