

**CORPORATE
ACCESS,
INC.**

L99000005981

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1.)

(CORPORATE NAME & DOCUMENT #)

Vintage Wheels, LLC

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION
OF
VINTAGE WHEELS, LLC
a Florida Limited Liability Company**

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The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be Vintage Wheels, LLC

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of Florida shall be perpetual, unless earlier dissolved by the Member hereof or by operation of law.

ARTICLE III

The purpose for which this Company is organized is to acquire, refinish and sell vintage automobiles or such other business as the Members may agree upon from time to time.

ARTICLE IV

The initial place of business and mailing address of the corporation shall be 836 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and its initial registered agent for service of process in the State of Florida shall be Daniel A. Zabudowski, Esq. c/o Litow, Cutler, Zabudowski & Allen, whose address is 777 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE V

This Company shall be initially capitalized with cash in the amount of One Thousand Dollars (\$1,000.00).

No Member shall be required to contribute additional capital to the Company other than as provided in the Regulations of this Company.

ARTICLE VI

No individual may be admitted to the Company as a Member, except with the unanimous consent of all Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof, the remaining members by unanimous consent shall have the right to continue the existence of this Company.

ARTICLE VII

This Company shall be managed by a manager. The name and address of the initial managing member is as follows:

John Kane
836 Ponce de Leon Boulevard
Coral Gables, Florida 33134


ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Member executing these Articles of Organization is John T. Kane.

EXECUTED at Miami, Florida, this 22 day of September, 1999.


JOHN T. KANE

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

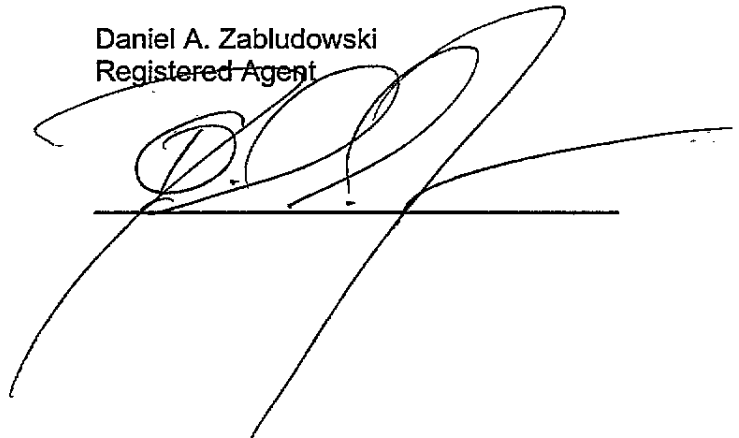
DESIGNATION

Vintage Wheels, LLC, a Florida limited liability company, desiring to organize under the laws of the State of Florida, hereby designates Daniel A. Zabudowski, Esq. as its registered agent and further designates 777 Brickell Avenue, Suite 1200, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named limited liability company, the undersigned hereby acknowledges that it is a resident of the State of Florida and agrees to act in such capacity for such limited liability company at its registered office.

Daniel A. Zabudowski
Registered Agent

A handwritten signature in black ink, appearing to read 'D. Zabudowski', is written over a solid horizontal line. The signature is stylized and extends both above and below the line.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of Vintage Wheels, LLC, a Florida limited liability company, certifies as follows:

1. The above referenced limited liability company has at least one (1) member.
2. The total amount of cash contributed by the initial member is One (\$1,000.00) DOLLARS.
3. The property other than cash and its agreed value contributed by the members, including a description of the property is: NONE.
4. The total amount of cash and other property contributed and anticipated to be contributed by the member is One Thousand (\$1,000.00) DOLLARS.

Dated: September 22, 1999.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.



JOHN T. KANE