

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-0346

November 28, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Fast Fords of Lee County, Inc.
P3399114FAHEC

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-12/05/97--01053--006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Fast Fords of Lee County, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

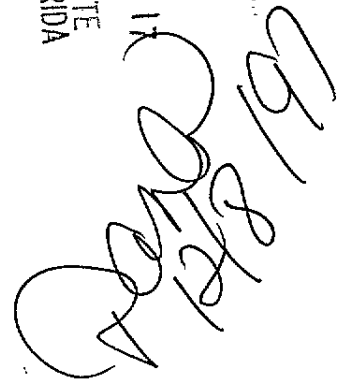
Very truly yours,



Wendy Show
Corporate Service Incorporator

enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
Fast Fords of Lee County, Inc.
A Non-Stock, Non-Profit Corporation**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the corporation is **Fast Fords of Lee County, Inc.**
- II. Its registered office in the State of Florida is located at 1417 SW 18th Terrace, Cape Coral, FL 33991, County of Lee. The registered agent in charge thereof is Ned R. Heck.
- II. The address of the principal office of the corporation and mailing address is 1417 SW 18th Terrace, Cape Coral, FL 33991.
- IV. This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the state of Florida, specifically engaging in a charitable car club.

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- V. The manner of election of directors shall be identified in the by-laws.
- VI. The name and mailing address of the incorporator is:

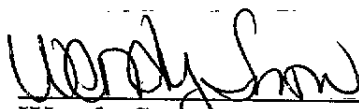
Wendy Snow c/o The Company Corporation
1313 N. Market Street
Suite 3410
Wilmington DE 19801

- VII. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set

forth in Article Three hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

- VIII. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such designated purposes.
- IX. The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Dated: November 26, 1997


Wendy Snow

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this Fast Fords of Lee County, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of CAPE CORAL, State of
Florida, has named NED R. HECK located at
1417 SW 18TH TERRACE, CAPE CORAL, FL 33991
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above-named
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Ned Heck

October 14, 1997
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED