, Requester's Name	00013	137
Address City/State/Zip FRANCINE LOBOSC 790 VILLAGE WAY	800	003630898—-1 -02/02/0101094005 *****78.75 *****78.75
790 VILLAGE WAY PALM HARBOR FL 3	Office Use MBER(S), (if known): (Document #)	Only
Corporation Name) (Corporation Name) (Corporation Name)	(Document #)	OI FEB -2 PM SECRETARY OF
4(Corporation Name) Walk in Pick up time Mail out Will wait		tificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Office Change of Registered Agen Dissolution/Withdrawal Merger	
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFIC Foreign Limited Partnership Reinstatement Trademark Other	EATION A 5
CR2E031(7/97)	Exam	niner's Initials

ARTICLES OF INCORPORATION

OF

AUNTY WHEELS INC.

ARICLE 1. NAME

OI FEB -2 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORING

THE NAME OF THIS CORPORATION SHLL BE AUNTY WHEELS IN

ARTICLE 11.

THE COMMENCEMENT OF THIS CORPORATION'S EXISTANCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICALES OF INCORPERATION BY THE DIVISION OF CORPORATIONS. THIS CORPORATIONS DURATION SHALL BE PERPETUAL.

ARTICLE 111.

THE COR PORATION IS BEING ORGANIZED FOR THE PURPOSE OF ENGAGING IN THE TRASACTION OF ANY AND AL BUSINESS ACTIVITES UNDER ANY AND ALL BUSINESS ACTIVITES UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV.

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100,000. SHARES OF COMMON STOCK AT ONE DOLLAR (PAR) VALUE PER SHARE.

ARTICLE V

EVERY SHAREHOLDER UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF, (AS NEARLY AS MAY BE DONE WITHOUT THE ISSANCE OF FRACTIONAL SHARES.) AT THE PRICE AT WHITCH SUSH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI

NO SHAREHOLDER HALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAITAL STOCK OF THIS COR PORATION, WITHOUT FIRST OFFERING SUCH SHARES FO SALE TO THIS CORPORATION, AT A NEW ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGESTERED OR CERTIFIED MAIL TO THIS CORORATION AT ITS REGESTERED OFFICE ADDRESS, AND OPEN FO ACCPTANCE BY THIS CORPORATION FOR A EROID OF FIFTEEN DAYS FROM THE DATE OF MAILING IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PEROID. TO MAKE SATIFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH HARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPTAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PTYOR TO THE SHAREHOLDERS DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDIG UPN THE PERSONAL REPRESNITATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORAIONS ARTICALS OF INCORPORATIONS,ACOPY OF WHICH IS ON FILE AT THIS CORPORATINS OFFICE"

ARTICLE V11

THE NUMBER OF DIRECTORS ON THIS CORPORATIONS INITIAL BOARD OF DIRECTORS SHALL BE UP TO THREE. THE NUMBER OF DIRECTOS MAY BE INCREASED OR DECREASED FROM TIME TO TIME AS PROVIDED IN THIS CORPORATIONS BYLAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INIIAL BOARD IS AS FOLLOWS.

FRANCINE LOBOSCO 790 VILLAGE WAY PALM HARBOR, FL 34683

ARICLE V111

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEER OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 1X

THE ADDRESS OF THIS CORPORATIONS PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATIONS INITIAL REGESTERED OFFICE SHALL BE

790 VILLAGE WAY
PALM HARBOR FL, 34683
THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS
CORPORATIONS INITIAL REGESTERED AGENT AT THIS ADDRESS IS:

FRANCINE LOBOSCO

ARTICLE X

THE NAME AND ADDRES OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATIONS INCORPORATOR IS

FRANCINE LOBOSCO 790 VILLAGE WAY PALM HARBOR, FL 34683

ARTICLE X1

THIS ORPORATION RESERVES THE RIGHT TO AMMEND ANY PROVISION IN THESE ARTICALS OF INCORPORATION, OR ANY AMENDMENTS HERTO, ANY RIGHTS CONFIRMED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

DATE 21 - 200 /

INCORPORATOR

I HEREBY ACCEPT MY DESIGNATION AS REGESTED AGENT AND AGREE TO SERVE AS THE REGESTED AGENT OF AUNTY WHEELS INC

-REGESTED AGENT