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Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 37301


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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of
AXLES UNLIMITED AUTO SPECIALISTS, INC. for registration along
with a check for \$122.50 to cover charter fee, etc...

Please return certified copy to me.

Sincerely,



F. CHESSEY APR 11 2000 /

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VI
BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The name and street address of the member of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholder or until their successors are elected and qualified, or until their resignation removal from office or death is:

NAME	ADDRESS
WAYNE LAYTON	636 ANHINA RD. WINTER SPRINGS, FL 32708

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator is WAYNE LAYTON
6155 S. HWY 17-92, FERN PARK, FL 32730

**ARTICLE IX
BY LAWS**

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
PRE-EMPTIVE RIGHTS**

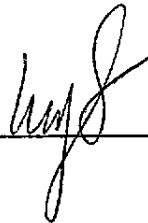
Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

**ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended anytime by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director, or the time and place of the meeting and purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 28th day of MAR., ~~19~~ 2001

Signature

A handwritten signature in black ink, appearing to be 'WJF', is written over a horizontal line.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS
WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AXLES UNLIMITED AUTO SPECIALISTS, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business in the City of
FERN PARK, State of Florida, has named WAYNE LAYTON
as agent to accept service of process within the State of
Florida.

ACKNOWLEDGEMENT:

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



REGISTERED AGENT

MAR. 28, 2001

DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR -6 AM 10:57

FILED