

PO1000038489

McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A.
Attorneys at Law

Kathryn C. Bass
Noel A. Bobko
Nicola Jaye Boone*
Terence P. McCarthy**
Steven L. Perry
Thomas R. Sawyer**
Robert P. Summers**
Steven J. Wood***

Monterey Triangle
2400 S.E. Federal Highway • Fourth Floor
Stuart, FL 34994

Tel 561 286-1700
Fax 561 283-1803

John D. McKey, Jr.
Of Counsel

E-Mail: info@mcsomm.com
http://www.mcsomm.com
Personal E-mail: slp@mcsomm.com

*Board Certified Elder Law Lawyer
**Board Certified Real Estate Lawyer
***Board Certified Wills, Trusts &
Estates Lawyer

April 12, 2001

VIA UPS NEXT DAY AIR

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-04/13/01-01108-003
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Subject: Worldwide Auto Corporation, Inc.
Matter No.: 1392.00


01 APR 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To Whom It May Concern:

Included with this correspondence please find the original Articles of Incorporation of Worldwide Auto Corporation, Inc. together with my firm's account check no. 15434 representing the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
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Total	\$78.75

I appreciate your attention to the foregoing matter. Please contact this office should you have any questions or comments upon your review of the enclosed articles.

Best regards,

Diane Bomze
Assistant to Steven L. Perry

SLP/dsb
enclosures

T. Burch APR 17 2001

**ARTICLES OF INCORPORATION
OF
WORLDWIDE AUTO CORPORATION, INC.**

FILED
01 APR 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is WORLDWIDE AUTO CORPORATION, INC.
The street address of the initial principal office is 612 S. Federal Highway, Stuart, Florida 34994. The mailing address of the corporation shall be the same.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2500 shares of common stock having a par value of zero dollars and no cents (\$0.00) per share.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The name of the initial Registered Agent of the corporation is Steven L. Perry of the firm McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A.

The street address of the initial Registered Agent is Monterey Triangle - Fourth Floor, 2400 SE Federal Highway, Stuart, Florida 34994

ARTICLE V: TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders, but the corporation shall never have less than one (1) director. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation.

ARTICLE VII: INITIAL DIRECTORS

The name and address of the initial member of the first Board of Directors is:

Name	Address
JENS E. HARLACHER	612 S. Federal Highway Stuart, Florida 34994

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of this corporation and subscriber to these Articles of Incorporation is:

Name	Address
STEVEN L. PERRY	McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A. Monterey Triangle - Fourth Floor 2400 SE Federal Highway Stuart, Florida 34994

ARTICLE VIII: AMENDMENTS

These Articles of Amendments may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation this 11th day of April, 2001.

By: [Signature]
STEVEN L. PERRY
Incorporator
Florida Bar No. 314358


ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (1999).

By: [Signature]
STEVEN L. PERRY
Registered Agent
Florida Bar No. 314358

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing was subscribed, sworn to and acknowledged before me by STEVEN L. PERRY, and who personally appeared before me this 11th day of April, 2001. He is either [] personally known to me or has produced personally known as identification.

[Signature]
Notary Public of the State of Florida
Commission Number: Diane Bomze
My Commission Expires:  My Commission CC800172 Expires January 3, 2003