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REPLY TO:
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ORANGE PARK, FL 32067-0655

LEGAL ASSISTANT:
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PHONE (904) 269-0050
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June 28, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: WOODY'S WHEELS, INC.

100004456981--1
-07/02/01--01131--009
*****70.00 *****70.00

Dear Sirs: —

Enclosed are the original Articles of Incorporation for the above corporation and my firm check #3895 in the amount of \$70.00 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent

I have also enclosed one copy of the Articles of Incorporation for date stamp certification by you and return to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,


John F. Tolson, Jr.

JFT,Jr./sgm
Enclosures

FILED
01 JUL -2 AM 10:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WOODY'S WHEELS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

WOODY'S WHEELS, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office
644 Wyndham Ct.
Orange Park, Fl. 32073

Mailing Address
644 Wyndham Ct.
Orange Park, Fl. 32073

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
WOODY'S WHEELS, INC.

Page 2

ARTICLE V - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence when filed with Florida Secretary of State, The Division of Corporation.

ARTICLE VI - Initial Registered Agent and Address

The name and address of the initial registered agent is:

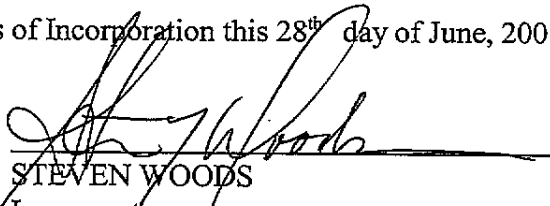
John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

ARTICLE VII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

STEVEN WOODS
644 Wyndham Ct.
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 28th day of June, 2001.


STEVEN WOODS
Incorporator

ARTICLES OF INCORPORATION
WOODY'S WHEELS, INC.
Page 3

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

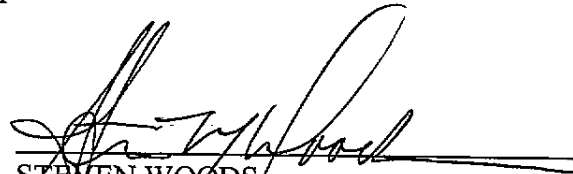
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

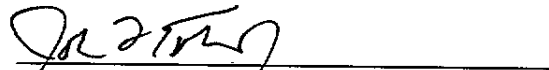
WOODY'S WHEELS, INC.

2. The name and address of the Registered Agent and office is:

John F. Tolson, Jr.
462 Kingsley Ave., Suite 101
Orange Park, FL 32073


STEVEN WOODS
Title: Incorporator
Date: June 28, 2001

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


John F. Tolson, Jr.
Date: June 28, 2001