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Law Offices

EFFECTIVE DATE
5-2-02

Stuart M. Smith, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 PM 2:37

Mail To:

Post Office Box 2002
Fort Lauderdale, Florida 33303
Fax: (954) 768-0778

Office:

633 Southeast 3rd Avenue, Suite 301
Fort Lauderdale, Florida 33301
Office: (954) 761-1900

May 2, 2002

Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

800005481689--8
-05/07/2002--01074--00300
*****10.00 *****10.00

Re: Articles of Incorporation / South Wheels, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles and return the copy to me with the filing confirmation letter at the mailing address below:

Stuart M. Smith, Esq.
STUART M. SMITH, P.A.
633 S.E. 3rd Avenue, Suite 301
Ft. Lauderdale, Florida 33301

Also enclosed is a check in the amount of \$70.00 representing the costs of filing the Articles of Incorporation and the Registered Agent designation. The effective date of the corporation is designated in the Articles of Incorporation as May 2, 2002.

Thank you in advance for your immediate attention to this matter. Please do not hesitate to contact this office with any of your questions or concerns.

Sincerely,


Stuart M. Smith, Esq.

SMS:bms
Enclosure

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**ARTICLES OF INCORPORATION
OF
SOUTH 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

The name of the corporation shall be **SOUTH WHEELS, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is **(1,000) shares**, each with a **par value of (\$.01)**. All such shares shall be of a single class and designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the

person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation.

ARTICLE X

The initial registered agent of the corporation is Stuart M. Smith, P.A. The street address of the corporation's initial registered office is:

**Stuart M. Smith, P.A.
633 S.E. 3rd Avenue / Suite 301
Fort Lauderdale, Florida 33301**

ARTICLE XI

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

**SOUTH WHEELS, INC.
P.O. BOX 22622
Fort Lauderdale, Florida 33335**

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

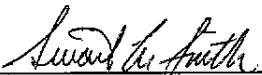
**Stuart M. Smith, Esq.
Stuart M. Smith, P.A.
633 S.E. 3rd Avenue / Suite 301
Fort Lauderdale, Florida 33301**

ARTICLE XIII

The effective date of this corporation shall be **May 2, 2002.**

The undersigned incorporator has executed these Articles of Incorporation this **2nd day of May, 2002.**

STUART M. SMITH, P.A.



**Stuart M. Smith, Esq.
Incorporator**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

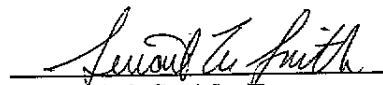
Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is **SOUTH WHEELS, INC.**

The name and address of the registered agent and office is:

Stuart M. Smith, P.A.
633 S.E. 3rd Avenue / Suite 301
Fort Lauderdale, Florida 32724

STUART M. SMITH, P.A.


Stuart M. Smith, Esq.
Incorporator

Date: May 2, 2002

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

STUART M. SMITH, ESQ.


Stuart M. Smith, Esq.
Registered Agent

Date: May 2, 2002

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