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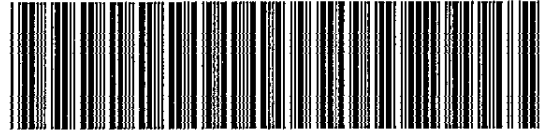
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TALLAHASSEE, FLORIDA

01/16/03--01043--004 **78.75

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OFFICE OF REGISTRATIONS
TALLAHASSEE, FLORIDA

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DeVurre, Victor H.
Requestor's Name
550 Brickell Ave.
Address
Miami, FL 33131
City State ZIP Phone

CORPORATION(S) NAME

Wheels Next, Inc.

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 16, 2003

EMPIRE

SUBJECT: WHEELS NEXT, INC.
Ref. Number: W03000001449

RECEIVED
03 JAN 21 AM 8:57
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for WHEELS NEXT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 403A00002284

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

WHEELS NEXT, INC.

ARTICLE I

NAME

The name of this corporation is Wheels Next, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 550 Brickell Avenue, Suite 501, Miami, Florida 33131.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

(a) To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

(b) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

(c) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 per value common stock, which shall be designated "Common Shares."

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 550 Brickell Avenue, Suite #501, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is Victor H. De Yurre.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Victor H. De Yurre	550 Brickell Avenue Suite 501 Miami, Florida 33131

ARTICLE IX

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE X

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE XI

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XIII

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XIV

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XV

INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party to may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

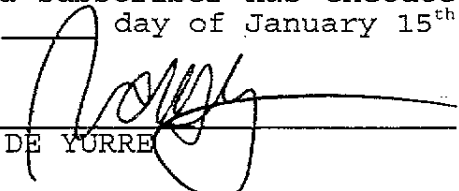
ARTICLE XVI

INCORPORATOR

The name and address of the person signing these Articles is:

VICTOR H. DE YURRE
550 Brickell Avenue
Suite #501
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this _____ day of January 15th, 2003.



VICTOR H. DE YURRE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



REGISTERED AGENT

03 JAN 21 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED