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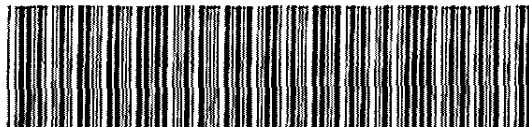
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JACQUELYN M. SHANNON, P.A.
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Seminole, FL 33776-2157

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Fax: (727) 596-7474

May 4, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Wheels Like New, Inc.

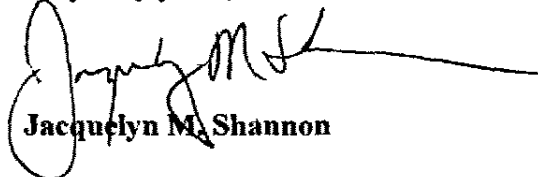
Dear Sir or Madam:

Enclosed please find an *original* and two copies of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$87.50, representing the filing fee of \$70.00, plus the fee for a certified copy and a certificate of status.

Please return the certified copy of the Articles of Incorporation and the certificate of status to our office by regular mail.

Thank you for your assistance in this matter. Should you require additional information, please don't hesitate to contact us.

Very truly yours,



Jacquelyn M. Shannon

JMS:bse/Enc.

ARTICLES OF INCORPORATION
OF
WHEELS LIKE NEW, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be WHEELS LIKE NEW, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is 1,000 shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principal office of the corporation in the State of Florida is 1837 Solon Avenue, Dunedin, Florida 34698; the mailing address of the corporation is P.O. Box 3862, Seminole, Florida 33775-3862. The initial street address of the registered office of the corporation in the state of Florida is 1837 Solon Avenue, Dunedin, Florida 34698. The name of the initial registered agent of the corporation at such address is Richard F. Alster, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be one (1).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The name(s) and address(es) of the initial member(s) of the Board of Directors, who shall hold office until (his, her, their) successors are duly elected and have qualified, (is, are):

Name

Address

Richard F. Alster, Jr.

P.O. Box 3862
Seminole, Florida 33775-3862

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

Name

Address

Richard F. Alster, Jr.

P.O. Box 3862
Seminole, Florida 33775-3862

ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exercisable if the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

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ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Pinellas County, Florida this 4 day of May, 2004.

Richard F. Alster, Jr.
Richard F. Alster, Jr.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME the undersigned authority, personally appeared Richard F. Alster, Jr., personally known or who has produced a Florida driver's license as identification and who did not take an oath.

Sworn to and subscribed before me this 4 day of May, 2004.



Jacquelyn M. Shannon
Commission # DD 000735
Expires Feb. 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public Signature
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

Richard F. Alster, Jr.
Richard F. Alster, Jr.