

P9500005716

PATTERSON, CLAUSSEN, SANTOS & HUME

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

COURTHOUSE TOWER - 18TH FLOOR
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-1808

KENNETH F. CLAUSSEN, P.A.
CHARLES LEA HUME, P.A.
JOHN H. PATTERSON, P.A.
JOHN H. PATTERSON, JR., P.A.
JOSE A. SANTOS, JR., P.A.

OF COUNSEL
MARIA ISABEL HOELLE
JAMES H. SWEENEY, III, P.A.

January 18, 1995

AREA CODE 305
TELEPHONE 350-9000
TELECOPIER 372-3940

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 2:55

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Formation of Corporation
Anold Corp.
Our File No. 4008-05

800001384003
01/19/95--01087--0003
***122.50 ***122.50

Dear Sir or Madam:

Enclosed are duplicate original Articles of Incorporation of Anold Corp. for filing with your office together with our firm's check no. 2147 in the amount of \$122.50 payable to the Secretary of State representing the filing fee therefor. Kindly accept these articles for filing and return one of the duplicate originals date stamped to our office.

Please contact the undersigned if you have any questions regarding the foregoing.

Very Truly Yours,

Patterson, Claussen, Santos & Hume


Jose A. Santos, Jr., P.A.

JAS\cd

cc: Mr. David L. Bones

1-23
KAN

ARTICLES OF INCORPORATION

OF

ANOLD CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 19 PM 2:56

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

ARTICLE I

The name of the corporation is Anold Corp. (hereinafter, the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$0.01 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 1177 Sawgrass Corporate Parkway, Sunrise, Florida, 33323.

ARTICLE V

The street address of the Corporation's initial registered office is 18th Floor, Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130. The name of the initial registered agent at that office is Jose A. Santos, Jr.

ARTICLE VI

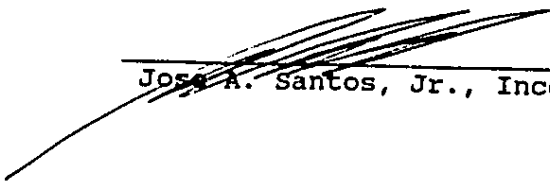
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made or threatened to be made, a party to any action, suit, or proceeding by reason of

the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Jose A. Santos, Jr., 18th Floor, Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 1995.



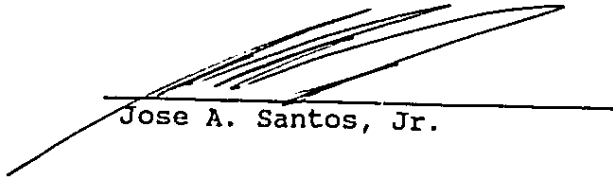
Jose A. Santos, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes.



Jose A. Santos, Jr.

[Anold.Art]

PATTERSON, CLAUSSEN, SANTOS & HUME

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

KENNETH CLAUSSEN
CHARLES A. HUME, P.A.
JOHN H. PATTERSON, P.A.
JOHN H. PATTERSON, JR., P.A.
JOSE A. SANTOS, JR., P.A.

OF COUNSEL
MARIA ISABEL HOELLE
JAMES H. SWEENEY, III, P.A.

February 1, 1995

AREA CODE
LEPHON 305-4000
LECOM 3940

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sport Wheel Southeast, Inc.
Our File No. 4008-05

Dear Sir or Madam:

Enclosed are duplicate original Articles of Amendment of Anold Corporation changing its name to Sport Wheel Southeast, Inc. for filing with your office together with our firm's check/no. 2171 in the amount of \$35.00 payable to the Secretary of State representing the filing fee therefor. Kindly accept these articles for filing and return one of the duplicate originals date stamped to your office.

Please contact the undersigned if you have any questions regarding the foregoing.

Very Truly Yours,

Patterson, Claussen, Santos & Hume

Jose A. Santos, Jr., P.A.

JAS/cd

cc: Mr. David L. Bones

RECEIVED
FEB 1 1995
FEB 1 1995
FEB 1 1995

FILED
FEB-2 PM 12:07
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

9/11/95
David L. Bones
9/11/95

ARTICLES OF AMENDMENT
OF
ANOLD CORP.

The undersigned Incorporator and Initial Director of the above-named corporation, pursuant to Section 607.1006 of the Florida Statutes, hereby files the following Articles of Amendment to the original Articles of Incorporation:

1. The current name of this corporation is Anold Corp.
2. Article I is amended to read: "The name of the corporation is Sport Wheel Southeast, Inc. (hereinafter, the "Corporation").
3. This amendment was adopted by the action of the sole incorporator of the corporation without stockholder action. No shares of the corporation have been issued.

IN WITNESS WHEREOF, the sole incorporator has executed these articles on this 31st day of January, 1995.



Jose A. Santos, Jr.
Incorporator

FILED
FEB -2 PM 12:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA