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LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 240
FORT MYERS, FLORIDA 33902-0240

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

February 22, 1996

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-02/23/96--01071--011
****122.50 ****122.50

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

EFFECTIVE DATE
2-22-96

Dear Clerk:

Enclosed please find the Articles of Incorporation of CLASSIC WHEELS CAFE CORPORATION, to be filed. Also enclosed is the firm's check in the amount of \$122.50 to cover the filing fee.

Please return the receipt to the undersigned as quickly as possible. I have provided a return envelope for your convenience.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Andrew S. Epstein

Andrew S. Epstein

ASE/bsb
Encl.

FEB 26 1996 BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 23 PM 1:20

FILED

W96-4256
00678, 615

MAR 4 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1996

DUNCAN & TARDIF, P.A.
P. O. BOX 249
FORT MYERS, FL 33902-0249

SUBJECT: CLASSIC WHEELS CAFE CORPORATION
Ref. Number: W96000004256

We have received your document for CLASSIC WHEELS CAFE CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00008244

ARTICLES OF INCORPORATION

OF

CLASSIC WHEELS CAFE CORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is CLASSIC WHEELS CAFE CORPORATION.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-22-96

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 1601 Jackson Street, Suite 101, Fort Myers, Florida 33901, and the name of its initial Registered Agent is Andrew S. Epstein, Esquire.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Bruno Molinari
1103 Schooner Place
Sanibel Island, FL 33957

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Bruno Molinari
1103 Schooner Place
Sanibel Island, FL 33957

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is

offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles

of Incorporation on this 22ND day of February, 1996.


BRUNO MOLINARI

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared Bruno Molinari, to me well known to me to be the persons described inor who produced FLA. HL 11 456-060-80-972-0 as identification, and known and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 22ND day of February, 1996.


Notary Public

My commission expires:



BONNIE S. BALDASSARRE
COMMISSION # CC 628665
EXPIRES JAN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA :

COUNTY OF LEE :

:88

BEFORE ME, the undersigned authority, personally appeared ANDREW S. EPSTEIN, ESQUIRE to me known to be the person described in the foregoing Articles of Incorporation for CLASSIC WHEELS CAFE CORPORATION as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is Duncan & Tardif, P.A., 1601 Jackson Street, Suite 101, Fort Myers, FL 33901, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By: 
ANDREW S. EPSTEIN, ESQUIRE

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this
28th day of February, 1996.


NOTARY PUBLIC
Bonnie S. Baldassarre

My Commission Expires:



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96 FEB 23 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA