TATEANA<u>ss</u>ee, H. <u>M</u>orae

networks

BUSINES HATTER BUSINES ACCOUNT. NO. 1 072100000032

REFERENCE + 039554 7113638

AUTHORIZATION I

COST LIMIT : \$ PPD

ORDER DATE : August 1, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 039554

CUSTOMER NO: 7113638

CUSTOMER: Mr. Michael D. Singer MICHAEL D. SINGER

1623 Norris Road

Loxahatchee, FL 33470

EDUTO 1 511 05 1 5 -09/01/96--01032--019 ****121.50

GDDDD1516516 -06/01/96--01032--020 *******1.00 ******1.00

DOMESTIC FILING

NAME:

WHEELS AUTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

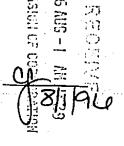
_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

DIVISION OF CONFORATIONS

96 AUG - 1 PM 1: 12

OF

WHEELS AUTO, INC.

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

ARTICLE 1 - NAME

The name of this corporation is WHEELS AUTO, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock,

ARTICLE V - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the Corporation.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is:

1623 Norris Road Loxahatchee, FL 33470

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this Corporation is

MICHAEL D. SINGER 1623 Norris Road Loxahatchee, FL 33470

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed and shall be under the direction of the Directors of the Corporation. Directors need not be residents or citizens of the State of Florida. The Directors may take action by written consent without a meeting as provided by law. The name and address of the initial Director of this Corporation is:

MICHAEL D. SINGER 1623 Norris Road Loxaliatchee, PL 33470

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

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

MICHAEL D. SINGER 1623 Norris Road Loxahatchee, FL 33470

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of July, 1996.

MICHAEL/D/SINGER

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

MICHAEL D. SINGER agrees to act as Registered Agent for WHEELS AUTO, INC., for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A. and is familiar with, and accepts, the obligations of that position

MICHAEL D. SINGER

SECRETARY OF STATE DIVISION OF CORPORATIONS