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1201 HAYS STREET  
TALLAHASSEE, FL 32301-2600  
800-345-8006



PRIMECAP  
FINANCIAL SERVICES ACCOUNT NO. : 072100000032  
REFERENCE : 039554 7113638  
AUTHORIZATION :  
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

800001910516  
-08/01/96--01032--019  
\*\*\*\*\*121.50 \*\*\*\*\*121.50

800001910516  
-08/01/96--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:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -1 PM 1:12

RECEIVED  
96 AUG -1 AM 11:29  
DIVISION OF CORPORATIONS  
J8/96

**ARTICLES OF INCORPORATION  
OF  
WHEELS AUTO, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - 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  
Loxahatchee, FL 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**

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