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John R. Hamel, P.A.

Attorney and Counselor at Law

3818 West Azeele Street
Tampa, Florida 33609-3922

*John R. Hamel, Esq. **
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Ronald P. Sullivan
Paralegal

July 24, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TELEPHONE 904.701.7227
FAX 904.701.7002
***FEE \$70.00 ***FEE \$70.00

Re: Tampa Wheelies, Inc.

Gentlemen;

Enclosed, please find the original and one copy of Articles of Incorporation, together with this firm's check in the amount of \$70.00.

This represents the cost of the Filing Fee for Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Thank you for your time and attention regarding this matter. If I may answer any questions for you, please do not hesitate to contact me at the above telephone number. I am

Respectfully yours,

JOHN R. HAMEL, P.A.

John R. Hamel
John R. Hamel, Esquire

enclosure

JRH/rps

FILED
96 AUG - 1 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG - 2 1996

ARTICLES OF INCORPORATION
OF
TAMPA WHEELIES, INC.

FILED
96 AUG -1 AM 8:57
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Tampa Wheelies, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and the mailing address of the corporation is:

3818 West Azeele Street
Tampa, Florida 33609

The name and street address of the Initial Registered Agent of this Corporation is:

John R. Hamel, Esquire
JOHN R. HAMEL, P.A.
3818 West Azeele Street
Tampa, Florida 33609

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of the corporation is as follows:

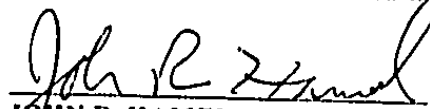
JAMES SMITH
8639 North Himes Avenue
Suite 2215
Tampa, Florida 33614

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John R. Hamel, Esquire
JOHN R. HAMEL, P.A.
3818 West Azeele Street
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1996.


JOHN R. HAMEL, Esquire (Seal)

STATE OF FLORIDA

)

S.S.

COUNTY OF HILLSBROUGH

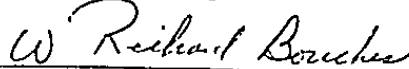
)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John R. Hamel, Esquire who is known to me or who has produced FL Lic. H540-476-59-150-0 as identification on this date and who is known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of July, 1996.

NOTARY PUBLIC

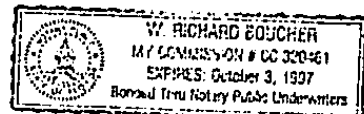
SIGN



PRINT

W. Richard Boucher

State of Florida at Large



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

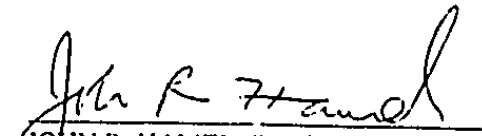
**CERTIFICATE OF REGISTERED AGENT
OF
TAMPA WHEELIES, INC.**

FILED
96 AUG -1 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48 091 and 607 0501, the following is submitted. The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3818 West Azeele Street, Tampa, Florida 33609 has named JOHN R. HAMEL, Esquire of JOHN R. HAMEL, P.A. located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


JOHN R. HAMEL, Esquire