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November 5, 1996

VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
Qualification/Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

10-30-96

Re: Incorporation of Hubcaps & Wheels of South Florida, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Hubcaps & Wheels of South Florida, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,

Norma Stanley
Norma Stanley

NS/lkw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV - 6 AM 11:49

EFFECTIVE DATE
10-30-96

ARTICLES OF INCORPORATION
OF
HUBCAPS & WHEELS OF SOUTH FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 AM 11:49

THE UNDERSIGNED, acting as sole incorporator of Hubcaps & Wheels of South Florida, Inc. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is Hubcaps & Wheels of South Florida, Inc.

ARTICLE II
SHARES

The number of shares which the corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

ARTICLE III
PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 12712 Water Point Boulevard, Windermere, Florida 34786. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE IV
MAILING ADDRESS

The mailing address of the corporation is 12712 Water Point Boulevard, Windermere, Florida 34786.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 3240 W. Colonial Drive, Orlando, Florida 32808 and the initial Registered Agent at such address is Hubcap Heaven, Inc., a Florida corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no

event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Floyd E. Davidson 12712 Water Point Boulevard
Windermere, Florida 34786

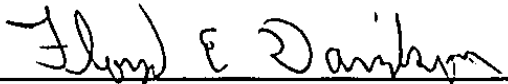
ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on September 30, 1996, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Floyd E. Davidson, 12712 Water Point Boulevard, Windermere, Florida 34786.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 17 day of September, 1996.



Floyd E. Davidson, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -6 AM 11:4

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 17 day of September, 1996.

Hubcap Heaven of Louisiana, Inc., a Louisiana corporation, qualified to do business in Florida

By: Floyd Davidson
Print Name: Floyd Davidson
Its: President