

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Deals & Research & Advertising
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit	***122.50	***122.50
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY ADD

WALK-IN
Will Pick Up 1-9 1102 1/9

**ARTICLES OF INCORPORATION
OF
DEALS ON WHEELS ADVERTISING, INC.**

FILED
97 JAN -9 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporations Act, adopts the following articles of incorporation for such corporation.

ARTICLE I - NAME: The name of the corporation is **DEALS ON WHEELS ADVERTISING, INC.**

ARTICLE II - PURPOSE: This corporation is organized for the purpose of advertising motor vehicles for retail sales, and of conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION: The period of the duration of the corporation is to be perpetual

ARTICLE IV - CAPITAL STOCK: This corporation is authorized to issue one hundred (100) shares of common stock of no par value.

ARTICLE V - INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation is 12 South Orlando Avenue, Kissimmee, Florida 34741, and the name of the initial registered agent of this corporation at said address is R. Wm. Lyng.

ARTICLE VI - SHAREHOLDER MANAGEMENT: This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders.

ARTICLE VII - OFFICERS: The business of the corporation is to be conducted by a President and Secretary, and the Stockholders and such other officers, agents, or committees as the Stockholders may create, adopt, select and appoint. No officer shall be required to be a stockholder as a condition precedent to the right to hold office

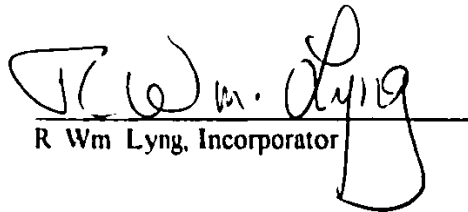
ARTICLE VIII - INCORPORATORS: The names and addresses of the

Incorporators are

R Wm Lyng
2909 Clay Street
Kissimmee, Florida 34741

ARTICLE IX - AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Stockholders by a majority entitled to vote thereon at one (1) vote per share.


IN WITNESS WHEREOF, the undersigned incorporators have subscribed to these Articles of Incorporation this 7th day of January, 1997.

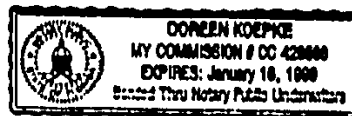

R Wm Lyng, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgment in the state and county set forth above, personally appeared R. Wm. Lyng, known to me to be the person who executed the foregoing Articles of Incorporation, or who has submitted PERSONALLY KNOWN as identification; and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of January, 1997.

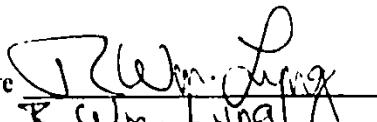

Print. DOREEN KOEPKE
Notary Public, State of Florida at Large
My Commission Expires: 1-16-99
My Commission No 428568



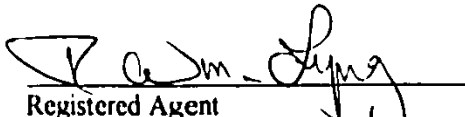
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

DEALS ON WHEELS ADVERTISING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 921 Bradshaw Terrace, Orlando, Florida 32806, has named R Wm Lyng at 12 South Orlando Avenue, Kissimmee, Florida 34741, as its agent to accept service of process within Florida.

Signature 
Print R Wm. Lyng
Date Jan. 7, 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties


Registered Agent
Printed Name: R. Wm. Lyng
Date Jan. 7, 1997

FILED
97 JAN -9 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA