P97000035664

ACCOUNT NO. : 072100000032

REFERENCE : 338014   8814A

AUTHORIZATION : *Patricia Pyjut*

COST LIMIT : $ 70.00

ORDER DATE : April 21, 1997

ORDER TIME :   2:31 PM

ORDER NO. : 338014-005

CUSTOMER NO: 8814A

CUSTOMER: Lawrence M. Fuchs, Esq   1000021499921--4
          FUCHS & JONES

          590 Royal Palm Beach Boulevard

          Royal Palm Bch, FL   33411

DOMESTIC FILING

      NAME: AFFORDABLE WHEELS, INC.

            EFFECTIVE DATE:

XX   ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
                      EXAMINER'S INITIALS: _____

APR 2 1 1997

ARTICLES OF INCORPORATION

OF

AFFORDABLE WHEELS, INC.

The undersigned incorporator hereby forms a
corporation under Chapter 607 of the laws of the State
of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AFFORDABLE WHEELS, INC.

The address of the principal office of this corporation
shall be 5550 South U.S. 1, Fort Pierce, Florida 34982
Florida 34982, and the mailing address of the corporation shall
be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or
all lawful activities or business permitted under the
laws of the United States, the State of Florida or any
other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any one
time is 100 shares of common stock having no par value
per share.

ARTICLE IV.   REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411 and the name of the initial registered agent of the corporation at that address is Lawrence M. Fuchs

ARTICLE V.   TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.   DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Donald W. Donahue Dir.	1897 Southwest Success Street Port St. Lucie, Florida 34953
Diane C. Charney Dir.	5550 South U.S. 1 Fort Pierce, Florida 34982

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donald W. Donahue   1897 Southwest Success Street
Pres.   Port St. Lucie, Florida 34953

Diane C. Charney   5550 South U.S. 1
V.Pres.   Fort Pierce, Florida 34982

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 21, 1997.

CORPORATION SERVICE COMPANY

By: _____
Its Agent, Karen B. Rozar

ACG/wce

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

I LAWRENCE M. FUCHS,   an individual residing in this state
having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the
above and foregoing Articles of Incorporation of:

AFFORDABLE WHEELS, INC.

is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By: _____