

ROBERT J. MORAITIS, P.A.

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SANDRA LYNN CLASEN
Paralegal

P97000050563

June 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: **Wheel Works, Inc.**

400002204454--5
-06/06/97--01090--006
*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$70.00 made payable to the Florida Department of State, which represents the filing fee and the fee for returning one (1) copy of said Articles of Incorporation to this office.

We are forwarding the Articles by Federal Express and request that they be filed immediately and returned to our office at our expense by federal express. A return airbill is enclosed for your use.

Thank you for your prompt attention and cooperation.

Very truly yours,

Sandra Lynn Clasen

SANDRA LYNN CLASEN
Paralegal

/slc
Enclosures

SENT VIA FEDERAL EXPRESS

FILED
97 JUN -6 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/9/97

**ARTICLES OF INCORPORATION
OF
WHEEL WORKS, INC.**

FILED
97 JUN -6 AM 11:34
SECRET
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this Corporation shall be WHEEL WORKS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation and its objects and powers shall be as follows:

A. Wheel distribution as well as conducting all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

B. This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall have and exercise all of the power and purposes specified and allowable under the laws of the State of Florida.

C. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Five Hundred (500) shares of common stock of the par value of One Dollar (\$1.00) each. The consideration to be paid for one share shall be fixed by the Board of Directors.

ARTICLE IV

This Corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The street address, corporate, and principal office of this Corporation is 1118 Northwest 97th Drive, Coral Springs, Florida 33071 and the initial registered office of this Corporation is 1118 Northwest 97th Drive, Coral Springs, Florida 33071 and the name of the Registered Agent of this Corporation at that address is **RICHARD LUCIANO**.

ARTICLE VII

A. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than four. The first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected and appointed.

B. The qualifications, time and place of election and term of office of each director shall be provided for in the By-Laws of the Corporation.

C. The officers of this Corporation shall consist of a President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for each term, and have such duties as may be prescribed by such By-Laws.

D. The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VIII

A. Members of the Board of Directors may participate in meeting of the Board of Directors by means of telephone conferences as provided by law.

B. The directors of this Corporation may take action by written consent as provided by law.

ARTICLE IX

The names and addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

RICHARD LUCIANO
1118 Northwest 97th Drive
Coral Springs, Florida 33071

DANTE ROVENTINI
1118 Northwest 97th Drive
Coral Springs, Florida 33071

TODD SELIGER
1118 Northwest 97th Drive
Coral Springs, Florida 33071

ARTICLE X

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

RICHARD LUCIANO
1118 Northwest 97th Drive
Coral Springs, Florida 33071

ARTICLE XI

Shareholders have preemptive rights to subscribe to or purchase all shares of stock of this Corporation, whether issued initially or at any time hereafter, and the consideration for same to be determined by the Board of Directors.

ARTICLE XII

There shall be no cumulative voting for directors.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation. Any director, individually, or any

firm of which any director may be a member, may be a party to, or may be peculiarly otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon such Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

ARTICLE XIV

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge, his stock with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholder, or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or the By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any agreement.

ARTICLE XV

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

A. The Corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or an officer of the Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in

connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

B. The Corporation shall indemnify any director, officer, employee or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statutes 607.014, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVII

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action, suit or proceeding brought against a director, either individually or as director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XVIII

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such action.

ARTICLE XIX

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator to the foregoing Corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

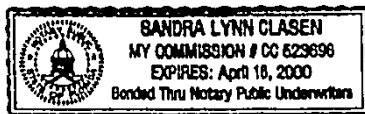
WITNESS my hand and seal this 5th day of June, 1997.



RICHARD LUCIANO

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of June, 1997, by RICHARD LUCIANO, who is personally known to me or who has produced LaDritiz as identification.



NOTARY PUBLIC:

SIGN 

PRINT Sandra Lynn Clasen

STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES:

CERTIFICATION ACCEPTING APPOINTMENT AS REGISTERED AGENT

In pursuance of Chapter 607.034 and 48.091, Florida Statutes, the undersigned, having been named as Registered Agent for WHEEL WORKS, INC. which has designated RICHARD LUCIANO as its Registered Agent and 1118 Northwest 97th Drive, Coral Springs, Florida 33071 as its Registered Office, does hereby accept to act in the capacity of Registered Agent for said Corporation and agrees to comply with the applicable provisions of the Florida General Corporation Act.


RICHARD LUCIANO

FILED
97 JUN -6 AM 11:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PA770000050564

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED

97 JUN -9 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Henry & Sue
Financial
Services,
Inc.

000002205230--2
-06/09/97--01013--015
*****122.50 *****122.50

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Name Reservation _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC I or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

K.R. JUN - 9 1997

Signature _____

Requested by: LS

Name

Date

Time

6/9 8:50

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
HENRY & SUE FINANCIAL SERVICES, INC.

FILED
97 JUN -9 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is HENRY & SUE FINANCIAL SERVICES, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The nature of the business to be transacted by this corporation is to engage in the business of provision of financial services and any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of \$1.00.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HENRY R. SPITZLER
1400 Crest Ridge Drive
Kissimmee, FL 34746

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address is:

Henry R. Spitzler
P.O. Box 244
Kissimmee, Florida 34742-0244

L. Sue Spitzler
P.O. Box 244
Kissimmee, Florida 34742-0244

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successor(s) are elected and have qualified, whichever occurs first.

ARTICLE VIII
INCORPORATOR

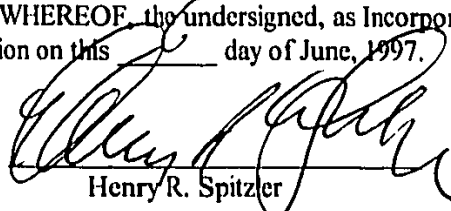
The names and street addresses of the persons signing these Articles of Incorporation as the Incorporator is:

Henry R. Spitzler
P.O. Box 244
Kissimmee, Florida 34742-0244

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this _____ day of June, 1997.


Henry R. Spitzler

EQ. AIA

STATE OF FLORIDA :
COUNTY OF OSCEOLA:

BEFORE ME, the undersigned authority, personally appeared Henry R. Spitzler, personally known to me and who, after having been by me duly sworn upon his oath, deposes and states that he is the person described herein as Incorporator and who acknowledged before me that he subscribed these Articles of Incorporation on this 4th day of June, 1997.

Kathy D. Sheive

Notary Public, State of Florida

My commission expires:



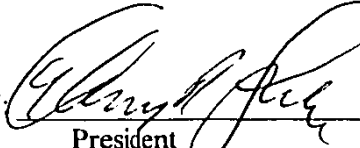
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

That HENRY & SUE FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, being 1400 Crest Ridge Drive, City of Kissimmee, County of Osceola, State of Florida, has named Henry R. Spitzler, located at the above listed address, as its agent to accept service of process within the State of Florida.

DATED this 6 day of June, 1997.

HENRY & SUE FINANCIAL SERVICES, INC.

BY:  E.R. Spitzler
President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 6 day of June, 1997.

 E.R. Spitzler
Henry R. Spitzler

FILED
97 JUN -9 AM 11:29
CLERK OF COURT
OSCEOLA COUNTY, FLORIDA