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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 505874 4342718

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 22, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 505874-005

CUSTOMER NO: 4342718

CUSTOMER: Robert C. Rasmussen, Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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-08/22/97--01055--025
****122.50 ****122.50

DOMESTIC FILING

NAME: WHEEL REINVENTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 22 PM 12:24
DIVISION OF CORPORATION

SN AUG 22 1997

7

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

August 21, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Wheel Reinvention, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Wheel Reinvention, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


Robert C. Rasmussen

RCR/ad

Enclosures

cc: Robert L. Good
Richard J. Jurgensmeyer
Jennifer Newsom

1894-001^C Ltr. Fla. Dept. of State
08/21/97 5:20 PM

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

FILED
97 AUG 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Wheel Reinvention, Inc. under the Florida Business Corporation Act (the "Act"), Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: "Wheel Reinvention, Inc."

ARTICLE II. INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of the corporation and the street address of its initial principal office is 5892 Jet Port Industrial Boulevard, Tampa, Florida 33634-5171.

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock, having a par value of \$.01 per share, and 100,000 shares of preferred stock. The board of directors of the corporation must determine that the consideration received or to be received for each share of capital stock is adequate and may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its Bylaws, or any agreement duly executed by the corporation.

The board of directors of the corporation has authority to divide the preferred stock into series and to determine, before the issuance of any shares of each series, the designation and the limitations, preferences, and relative rights of the shares of the series of preferred stock so established, including without limitation the following:

- (a) The par value of the shares, if any;
- (b) The voting rights of the shares, if any, including any limited, special, or conditional voting rights;

(c) Whether the shares are entitled to dividends and, if so, the rate and method of payment of dividends and whether dividends are cumulative, noncumulative, or partially cumulative;

(d) Whether the shares are redeemable and, if so, the redemption price and other terms and conditions of redemption;

(e) Whether the shares are convertible into other securities or indebtedness of the corporation, and, if so, the conversion ratio or price and other terms and conditions of conversion;

(f) Whether the shares have preference over any other class or series of capital stock of the corporation with respect to dividends and liquidation distributions, including the liquidation value of the shares; and

(g) Whether a sinking fund is to be established to redeem or repurchase the shares and, if so, the terms and conditions of the sinking fund.

The corporation may issue shares of a series of preferred stock only pursuant to a resolution that has been duly adopted by its board of directors and after filing with the Florida Department of State articles of amendment to these Articles of Incorporation that set forth the following information: (i) the name of the corporation; (ii) the text of the amendment designating the series of preferred stock and establishing the limitations, preferences, and relative rights of the series; (iii) the date of adoption of the articles of amendment; and (iv) a statement that the articles of amendment were duly adopted by the board of directors of the corporation.

In the event of a sale, merger, consolidation, liquidation (voluntary or involuntary), or winding up of the affairs of the corporation, or other disposition of all or substantially all the corporation's assets, the corporation, after paying all liabilities to creditors and amounts due shareholders other than in respect of capital stock, shall pay to the holders of preferred stock any and all accumulated unpaid dividends on the preferred stock plus the liquidation value of the preferred stock (as specified in the resolution of the board of directors establishing the series of preferred stock) to the extent permitted by law, before any sums are paid or any assets or stock distributed to the holders of common stock. After payment to the holders of the preferred stock of any and all accumulated unpaid dividends on the preferred stock and the liquidation value of the preferred stock, the corporation shall pay and distribute all its remaining funds and assets ratably to the holders of its common stock.

ARTICLE IV. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before issuing any of the following (the "New Securities"), whether or not currently authorized and including shares issued from the treasury of the corporation:

- (a) any shares of voting or nonvoting capital stock;
- (b) any rights, options, or warrants to acquire capital stock; and
- (c) any notes, debentures, or other debt securities that are convertible into any capital stock.

The corporation's notice of proposed issuance of New Securities will be effective when received, if it is delivered personally or by commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail, whether or not certified or registered, and regardless of whether a return receipt is requested or received by the corporation.

The holders of common stock have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities that the corporation proposes to issue, on the same terms and conditions that the corporation proposes to issue them to others, and pro rata without over allotment in the proportion that the number of shares of common stock held by each shareholder on the effective date of the corporation's notice of issuance of the New Securities bears to the total number of shares of common stock outstanding on that date, all as determined on a fully diluted basis. A holder of common stock waives the right to purchase any New Securities proposed to be issued by the corporation unless the shareholder exercises that right by written notice to the corporation and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The corporation may issue New Securities that are not acquired by holders of common stock to any person for a period of 180 calendar days after the waiver or expiration of the foregoing first preemptive right of the holders of common stock, for consideration that is equal to or more than the consideration set forth in the corporation's notice of proposed issuance to its holders of common stock.

The following transactions are excluded from the foregoing preemptive rights:

- (a) New Securities issued for consideration other than cash or promissory notes;

(b) New Securities issued pursuant to a public offering of New Securities that is registered with the United States Securities and Exchange Commission pursuant to provisions of the Securities Act of 1933, or any federal law that is enacted in substitution for that Act; and

(c) The issuance of up to 10% of the corporation's outstanding common stock on a fully diluted basis to full-time employees of the corporation pursuant to one or more stock bonus, stock option, stock purchase, stock appreciation, deferred compensation, or other compensatory benefit plans or contracts of the corporation.

The preemptive rights provided in these Articles of Incorporation will terminate and cease to apply to any issuance of New Securities after the date when the Company consummates an initial public offering of shares of its common stock that is registered with the United States Securities and Exchange Commission pursuant to the provisions of the Securities Act of 1933, or any federal law that is enacted in substitution for that Act.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws. The name and street address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Glenn Davis	5892 Jet Port Industrial Boulevard Tampa, Florida 33634-5171
Robert L. Good	5892 Jet Port Industrial Boulevard Tampa, Florida 33634-5171

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5892 Jet Port Industrial Boulevard, Tampa, Florida 33634-5171, and the name of the corporation's initial registered agent at that address is Robert L. Good.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are as follows:

Robert C. Rasmussen
Glenn Rasmussen & Fogarty, P.A.
100 South Ashley Drive, Suite 1300
Tampa, FL 33602

The incorporator assigns to the corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors, effective as of the date when corporate existence begins, any rights he has as incorporator to acquire any of the capital stock of the corporation.

ARTICLE VIII. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date when these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IX. BYLAWS

The power to adopt, amend, and repeal bylaws is vested in both the board of directors and the shareholders of the corporation, except that the board of directors shall not amend or repeal a bylaw adopted by the shareholders if the shareholders' adopting resolution specifically provides that the bylaw cannot be amended or repealed by the board of directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, the board of directors of the corporation may amend these Articles of Incorporation by unanimous vote or written consent. Thereafter, every amendment must be approved by the board of directors by unanimous written consent or the affirmative vote of at least 75% of all the directors, proposed by the board of directors to the shareholders, and approved by the vote or written consent of the holders of a majority of the shares entitled to vote on the matter.

EXECUTED: August 21, 1997.



Robert C. Rasmussen, as Incorporator

WHEEL REINVENTION, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Wheel Reinvention, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 5892 Jet Port Industrial Boulevard, Tampa, Florida 33634-5171, has named Robert L. Good as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Wheel Reinvention, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: August 20, 1997.



Robert L. Good

1894-001^B Acceptance of Reg. Agent
08/21/97 3:18 PM

FILED
97 AUG 22 PM 3:08
TALLAHASSEE, FLORIDA