

**LAW OFFICES
of
ROBERT D. CARREIRO**

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St. Petersburg, Florida 33710

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P98000016762

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:19

February 17, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: NERDS ON WHEELS, INC.

EFFECTIVE DATE
2-17-98

700002435317--2
-02/19/98--01059--022
****122.50 ****122.50

Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$122.50.

Once the articles have been certified, please forward the certified articles back to this office.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Sincerely,

Robert D. Carreiro
Robert D. Carreiro

Enclosures

D. BROWN FEB 20 1998

EFFECTIVE DATE
2-17-98

ARTICLES OF INCORPORATION

OF

NERDS ON WHEELS, INC.

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The undersigned, subscriber(s), natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the proposed corporation is NERDS ON WHEELS, INC. The address of the Corporation is 1420 Park Street, Clearwater, Florida, 33755.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

1420 Park Street, Clearwater, Florida 33755. The name of the registered office agent to accept service of process is Fredrick A. Williams of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The names and address of the incorporators are:

Fredrick A. Williams
1420 Park Street
Clearwater, Florida 33755

ARTICLE SEVEN - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial directors of this corporation are:

Fredrick A. Williams
1420 Park Street
Clearwater, Florida 33755

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate, this 17 day of February, 1998,
A.D.

Fredrick A. Williams
FREDRICK A. WILLIAMS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared
FREDRICK A. WILLIAMS well known to be the person(s) described in
and who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed the same for the uses and
purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg,
in the County and State last aforesaid, this 17 day of
February A.D., 1998.



ROBERT D. CARREIRO
My Commission CC457729
Expires May. 01, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PRO-
CESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

That NERDS ON WHEELS, INC., desiring to organize under the
State of Florida, with its registered office at 1420 Park Street,
Clearwater, Florida, 33755 has named Fredrick A. Williams at
1420 Park Street, Clearwater, Florida 33755 as its registered
agent to accept service in this State.

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ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Fredrick A. Williams
FREDRICK A. WILLIAMS
Registered Agent