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NAME: WALLER MOTORS COMPANY
 AUDIT NUMBER.....H98000006820
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
WALLER MOTORS COMPANY

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ARTICLE I - NAME

The name of the corporation shall be Waller Motors Company (hereinafter, the "Corporation" or the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Company shall be 2559 Highland Acres Drive, Clearwater, Florida 33761.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Company shall be 100,000 Common Shares having a par value of \$.01 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company shall be 2559 Highland Acres Drive, Clearwater, Florida 33761, and the name of the initial registered agent of the Company located at that address shall be Francis E. Waller.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is Francis E. Waller, 2559 Highland Acres Drive, Clearwater, Florida 33761.

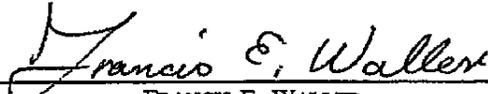
ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of one director whose name and address is as follows:

Francis E. Waller
2559 Highland Acres Drive
Clearwater, Florida 33761

The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on April 9, 1998.

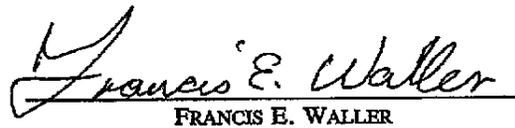

FRANCIS E. WALLER

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**ACCEPTANCE BY REGISTERED AGENT
DESIGNATED IN ARTICLES**

Pursuant to the provisions of Section 607.0501(3), *Florida Statutes*, the undersigned, having a business office identical with the registered office of the corporation named above, and having been named as registered agent of, and to accept service of process for, that corporation, hereby states that he is familiar with, and hereby accepts, the obligations of his position as registered agent.

Dated: April 9, 1998


FRANCIS E. WALLER

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