

DENNIS HERNANDEZ
ATTORNEY AT LAW
A PROFESSIONAL ASSOCIATION

500 EAST KENNEDY BOULEVARD
SUITE 220
TAMPA, FL 33602

(813) 221-8500
FAX (813) 222-0015

P98000049687
May 21, 1998

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32399

Re: Articles of Incorporation

Dear Sirs:

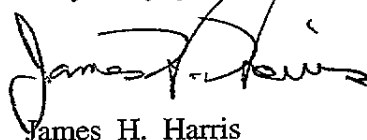
Enclosed are:

1. The Articles of Incorporation of Broker on Wheels, Inc., and
2. A check for \$112.50 and \$10.00 to cover statutory fees.

Please certify and return to us at the above address one copy of the Articles of Incorporation. A stamped envelope is enclosed.

If you have questions or need more information, you may write to me at the above address, call me at 813-221-8500 or fax to me at 813-222-0015.

Very truly yours,


James H. Harris

500002543235--7
-06/01/98--01149--018
*****112.50 *****112.50

500002543235--7
-06/01/98--01149--017
*****10.00 *****10.00

FILED
98 JUN - 1 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-63-98

**ARTICLES OF INCORPORATION
OF**

BROKER ON WHEELS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Article of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1

The name of the corporation ("Corporation") is Broker on Wheels, Inc.

ARTICLE 2

The existence of the corporation shall begin immediately effective upon the acceptance of these Articles of Incorporation by the Florida Secretary of State.

ARTICLE 3

The address of the principal office of the Corporation is 11720 West Wesson Circle, Tampa, Florida 33618.

ARTICLE 4

The maximum number of shares this Corporation is authorized to issue is one thousand (1000), all of which shall be Common Shares with par value of one dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders of the Common Shares shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE 5

The initial street address of the Corporation's registered office is 11720 West Wesson Circle, Tampa, Florida 33618. The initial registered agent for the Corporation at that address is Christine Martin.

ARTICLE 6

The name and street address of the person signing these Articles of Incorporation is: Christine Martin, 11720 West Wesson Circle, Tampa, Florida 33618.

FILED
98 JUN -1 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

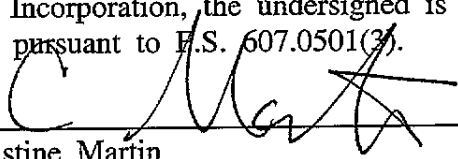
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of May, 1998.



Christine Martin

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Broker on Wheels, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Christine Martin

FILED
98 JUN - 1 PM 2: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA