

May 22, 1998

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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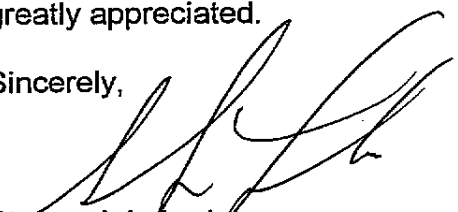
****122.50 ****122.50

Dear Sirs,

Please find enclosed two copies of the Articles of Incorporation for
Junkyard Dogs, Inc. and a check for \$122.50 to cover the filing fees.

Your assistance in filing this corporation as quickly as possible would be
greatly appreciated.

Sincerely,


Steven J. Lebeda

FILED
98 JUN -3 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 5 1998

ARTICLES OF INCORPORATION
OF
JUNKYARD DOGS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Junkyard Dogs, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of conducting all phases of sales of Hub Caps, Tires and all lawful business for which corporations may be incorporated pursuant to the General Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, each having the par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation is to have perpetual existence.

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98 JUN -3 AM 7:49
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 2210 French Avenue, Sanford, FL 32771. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successor(s) are elected and have qualified, is as follows:

NAME	ADDRESS
Steven J. Lebeda	1930 Saxon Blvd. N. Deltona, FL 32725
David J. Lebeda	1930 Saxon Blvd. N. Deltona, FL 32725

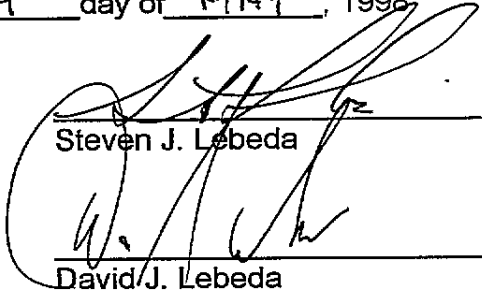
ARTICLE IX - SUBSCRIBERS

NAME	ADDRESS
Steven J. Lebeda	1930 Saxon Blvd. N. Deltona, FL 32725
David J. Lebeda	1930 Saxon Blvd. N. Deltona, FL 32725

ARTICLE X - 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 shareholders and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 29th day of MAY, 1998.


Steven J. Lebeda

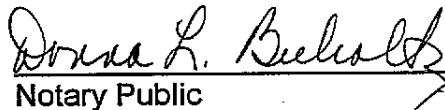

David J. Lebeda

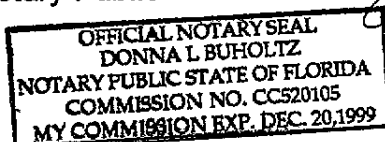
STATE OF FLORIDA

COUNTY OF SEMINOLE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Steven J. Lebeda, and David J. Lebeda to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29 day of MAY, 1998.


Notary Public



STATE OF FLORIDA
DEPARTMENT OF STATE

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


The following is submitted in compliance
with Chapter 48.091; Florida Statutes

JUNKYARD DOGS, INC., is a corporation organized (or organizing)
under the State of Florida with its principal office located at 2210 French
Avenue, City of Sanford, County of Seminole, State of Florida, has named
Steven J. Lebeda, located at 1930 Saxon Blvd. N., in the City of
Deltona, County of Volusia, State of Florida, as its agent to accept service
of process within the State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep open
during prescribed hours; to post my name (and any other officers of said
corporation authorized to accept service of process at the above Florida
designated address) in some conspicuous place in the office as required
by law.

WITNESS my hand this 29 day of MAY, 1998, in the City
of Deltona, County of Volusia, State of Florida.


Steven J. Lebeda

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE