

NUCKOLLS, JOHNSON & BELCHER, P. A.

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS
KARL L. JOHNSON
W. GUS BELCHER, II

MAILING ADDRESS:
P. O. DRAWER 2199
FORT MYERS, FLORIDA 33902-2199

SUITE 303
1375 JACKSON STREET
FORT MYERS, FLORIDA 33901
(941) 334-3400

P98000053859
June 12, 1998

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

500002559815-7
-06/15/98-01079-011
*****70.00 *****70.00

Re: Incorporation of Wheels on
Wheels Auto Transport, Inc.

Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for Wheels on Wheels Auto Transport, Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Karl L. Johnson

KARL L. JOHNSON

KLJ/cl
Enclosures: as stated
K98.1e:Weiner.L

FILED
98 JUN 15 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No 16-98

ARTICLES OF INCORPORATION

OF

WHEELS ON WHEELS AUTO TRANSPORT, INC.

FILED
98 JUN 15 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation are natural persons, competent to contract and hereby form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is WHEELS ON WHEELS AUTO TRANSPORT, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV

SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of Common Stock, each share having a par value of One Dollar (\$1.00), per share. The consideration

to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 12700 Metro Parkway #8, Fort Myers FL 33912. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12700 Metro Parkway #8, Fort Myers, FL 33912. The name of the initial Registered Agent at said address is PAUL WEINER.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation will have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

PAUL WEINER and
12700 Metro Parkway #8
Fort Myers, FL 33912

PAUL STINSON
12700 Metro Parkway #8
Fort Myers, FL 33912

ARTICLE IX

OFFICERS

The names and addresses of the initial Officers of this corporation are:

President/Treasurer: PAUL WEINER
 12700 Metro Parkway #8
 Fort Myers, FL 33912

Vice President/Secretary: PAUL STINSON
 12700 Metro Parkway #8
 Fort Myers, FL 33912

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are:

PAUL WEINER and	PAUL STINSON
12700 Metro Parkway #8	12700 Metro Parkway #8
Fort Myers, FL 33912	Fort Myers, FL 33912

ARTICLE XI

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

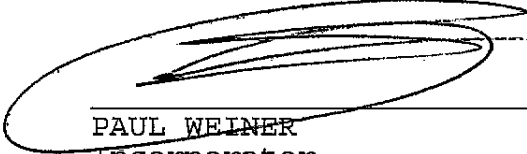
ARTICLE XII

AMENDMENT OF ARTICLES


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 Shareholder's Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their

intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 10th day of June, 1998.



PAUL WEINER
Incorporator



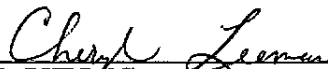
PAUL STINSON
Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared PAUL WEINER, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1998.

My commission expires:



NOTARY PUBLIC
Name: Cheryl Leeman



STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared PAUL STINSON, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of June, 1998.

My commission expires:

Cheryl Leeman
NOTARY PUBLIC
Name: Cheryl Leeman



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

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

FIRST -- that WHEELS ON WHEELS AUTO TRANSPORT, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Myers, County of Lee, State of Florida, has named PAUL WEINER, located at 12700 Metro Parkway #8, Fort Myers, Florida 33912, as its Registered Agent to accept service of process within the State.

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

DATED this 10th day of June, 1998.



PAUL WEINER
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 PM 2:59

FILED