

WOLFE, YOUNG, O'BAKER & COMPANY Accountants & Tax Consultants

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.1205 • www.wyoc.com

P98000084366

September 22, 1998

Wayne Layton
6155 S. Hwy. 17-92
Fern Park, FL 32730

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-09/30/98-01064-004
*****70.00 *****70.00

Re: Axles Unlimited, Inc.

Dear Wayne:

Enclosed please find corporate papers requiring your signature and that of a notary.

Please forward the completed documents to our office as soon as possible. We will make copies and forward to Tallahassee. The State of Florida will then assign a Charter number and return a copy to us.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Robert W. Wolfe

(computer signed in order to avoid delay)

Robert W. Wolfe

RWW/bjs

Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Articles of Incorporation *of* **AXLES UNLIMITED, INC.**

Article I - Name

The name of the corporation is: Axles Unlimited, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 6155 S. Hwy. 17-92, Fern Park, FL 32730, and the name of the initial registered agent of this corporation at that address is: Wayne Layton.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Wayne Layton, 6155 S. Hwy. 17-92, Fern Park, FL 32730.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Wayne Layton, at 6155 S. Hwy. 17-92, Fern Park, FL 32730.

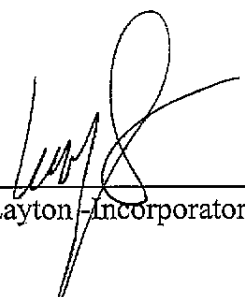
Article IX - Initial Officers

The names and addresses of initial officers shall be Wayne Layton, 6155 S. Hwy. 17-92, Fern Park, FL 32730, President, Secretary and Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 28 day of Sept, A.D., 1998.



Wayne Layton-Incorporator

State of Florida
Department of State

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

Axles Unlimited, Inc., a corporation organized under the laws of the State of Florida, with its
principal office at: 6155 S. Hwy. 17-92, Fern Park, FL 32730, has named Wayne Layton of 6155
S. Hwy. 17-92, Fern Park, FL 32730, as its Agent to accept service of process within this State.

Axles Unlimited, Inc.

BY: 

Wayne Layton, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Wayne Layton, Resident Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

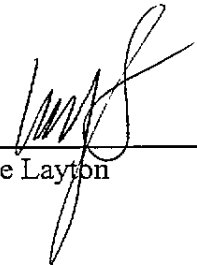
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STATE of FLORIDA

COUNTY OF _____:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Wayne Layton, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

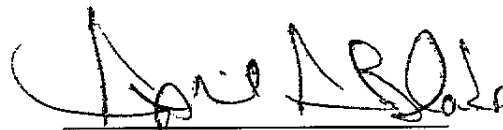


Wayne Layton

SWORN and SUBSCRIBED to before me this 28 day of Sept., A.D., 1998.



APRIL A BLAKE
My Commission CC528354
Expires Feb. 08, 2000



Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P.Seal)