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**RHOADS & SINON**

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BOCA RATON, FLORIDA 33432

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REAL ESTATE

WILLS, TRUSTS AND ESTATES

CORPORATE AND BUSINESS

MUNICIPAL FINANCE

FILE NO. 9561-1

Re: Wagon Wheel Holding Corp.

October 8, 1998

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

300002662463--2

-10/13/98-01037-007

\*\*\*131.25 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed herewith for filing please find the Articles of Incorporation of the above referenced corporation.

Please provide us with one certified copy of said Articles after they have been filed. A copy of said Articles is enclosed herewith for your use for this purpose.

Also please provide us with a Certificate of Status for said corporation.

A self-addressed stamped envelope is enclosed herewith for your use in connection herewith.

Also enclosed herewith please find our check in the amount of \$131.25 to cover the applicable fees and charges.

Should you have any questions, please do not hesitate to contact us.

Thank you very much.

Very truly yours,

RHOADS & SINON

By:

Charles L. Sieck

Enclosures

FILED  
98 OCT 13 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
10-14-98  
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AFFILIATED OFFICE

ONE SOUTH MARKET SQUARE, P.O. BOX 1146, HARRISBURG, PA 17108, TELEPHONE (717) 233-5731, FAX (717) 232-1459

ARTICLES OF INCORPORATION  
OF  
WAGON WHEEL HOLDING CORP.

FILED  
99 OCT 13 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, the undersigned incorporator hereby presents the Articles of Incorporation of Wagon Wheel Holding Corp. for the purpose of forming the corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation is Wagon Wheel Holding Corp.

ARTICLE II

The principal place of business and mailing address of the corporation is 300 S.E. 5th Avenue, Unit 3020, Boca Raton, Florida 33432.

ARTICLE III

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the laws of the State of Florida and to do any and all things incidental thereto and necessary or desirable in connection therewith, including without limitation, the purchasing, improving, holding, leasing and disposing of real estate.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation and the name of the initial registered agent for the corporation at such address shall be 300 S.E. 5th Avenue, Unit 3020, Boca Raton, Florida 33432 and Jerry I. Fessler, respectively.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who shall serve as such director until his successor is elected and qualified is as follows:

Jerry I. Fessler  
Unit 3020  
300 S.E. 5th Avenue  
Boca Raton, Florida 33432.

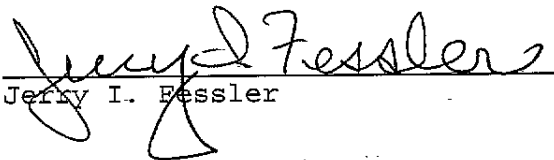
ARTICLE VII

The name and address of the Incorporator is Jerry I. Fessler, 300 S.E. 5th Avenue, Unit 3020, Boca Raton, Florida 33432.

ARTICLE VIII

The power to adopt, alter, amend and repeal the bylaws of the corporation shall be exclusively reserved to the shareholders.

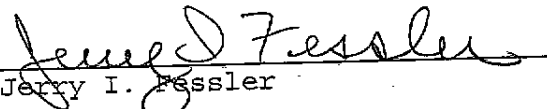
IN WITNESS WHEREOF, the Incorporator has executed this instrument this 1 day of October, 1998.

  
Jerry I. Fessler

ACCEPTANCE

Pursuant to Section 607.0501, Florida Statutes, I, Jerry I. Fessler, having been designated as the initial registered agent for Wagon Wheel Holding Corp. (the "Corporation") in the foregoing Articles of Incorporation of the Corporation and to accept service of process for the Corporation at the initial registered office of the Corporation set forth in the foregoing Articles of Incorporation, do hereby accept the appointment as such initial registered agent for the Corporation and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as initial registered agent.

IN WITNESS WHEREOF, I have executed this instrument, this 1  
day of October 1998.

  
Jerry I. Fessler

**FILED**  
98 OCT 13 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA