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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DECEMBER 21 1998

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700002720207-9
-12/23/98-01012-018
*****78.75 *****78.75

DEAR SIR / MS:

ENCLOSED, PLEASE FIND THE FOLLOWING:

1. TWO COPIES OF ARTICLES OF INCORPORATION FOR
'WHEELIN-N-DEAL-N-AUTO SALES, INC.'
2. A STATEMENT SIGNED BY THE INITIAL REGISTERED AGENT.
3. A CHECK FOR \$ 78.75 IN PAYMENT FOR THE FOLLOWING:
 - A) FILING FEE
 - B) DESIGNATION OF REGISTERED AGENT
 - C) CERTIFIED COPY OF ARTICLES OF INCORPORATION

SINCERELY YOURS,

David J. Mann
DAVID J. MANN & ASSOCIATES, P.A.
4063 N. GOLDENROD ROAD, SUITE 6
WINTER PARK, FLORIDA 32792

TELEPHONE: (407) 677-6600

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SHARON

ARTICLES OF INCORPORATION
OF
WHEELIN-N-DEAL-N-AUTO SALES, INC.

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ARTICLE I - NAME
THE NAME OF THIS CORPORATION IS WHEELIN-N-DEAL-N-AUTO SALES, INC.

ARTICLE II - DURATION
THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE
THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV - CAPITAL STOCK AUTHORIZED
SECTION 1. AUTHORIZED SHARES
THIS CORPORATION IS AUTHORIZED TO ISSUE 5,0000 SHARES OF
COMMON STOCK WITH A PAR VALUE OF \$1.00 PER SHARE, WHICH
SHALL BE DESIGNATED 'COMMON SHARES'.
SECTION 2. VOTING RIGHTS
EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING
POWER FOR THE ELECTION OF OFFICERS AND FOR ALL OTHER
PURPOSES, SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF
THE OUTSTANDING COMMON SHARES.

ARTICLE V - INITIAL CAPITAL
THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS IS NOT LESS THAN FIVE HUNDRED DOLLARS.

ARTICLE VI - INITIAL PRINCIPAL / REGISTERED OFFICE
THE STREET ADDRESS OF THE INITIAL PRINCIPAL/REGISTERED OFFICE OF
THE CORPORATION IS 620 GERARD AVENUE, ORLANDO, FLORIDA 32825
THE ADDRESSES OF BOTH THE PRINCIPAL AND REGISTERED OFFICES ARE
IDENTICAL.

ARTICLE VII - INITIAL REGISTERED AGENT
THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS
DEBRA K. HORSLEY.

ARTICLE VIII - THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE
ARTICLES ARE:

DEBRA K. HORSLEY	SEAN MICHAELS
620 GERARD AVENUE	620 GERARD AVENUE
ORLANDO, FLORIDA 32825	ORLANDO, FLORIDA 32825

ARTICLE IX - THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE X - CALLING OF SPECIAL MEETINGS
SPECIAL MEETINGS OF THE SHAREHOLDERS MAY BE CALLED BY THE PRESIDENT.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING
A MAJORITY OF THE SHARES ENTITLED TO VOTE AND REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF THE SHAREHOLDERS.

IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE SHARES REPRESENTED AT THE MEETING AND ENTITLED ON THE SUBJECT MATTER, SHALL BE THE ACT OF THE SHAREHOLDERS.

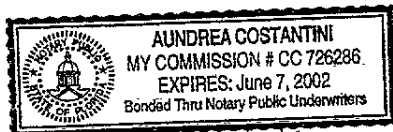
ARTICLE XII- MANAGEMENT OF THE CORPORATION BY SHAREHOLDERS.
ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIII-AMENDMENTS
THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 21st DAY OF DECEMBER, 1998.

Debra K. Horsley
DEBRA K. HORSLEY, SUBSCRIBER

Sean Michaels
SEAN MICHAELS, SUBSCRIBER



Personally known

STATE OF FLORIDA:

COUNTY OF ORANGE:

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED DEBRA K. HORSLEY AND SEAN MICHAELS, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSONS WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS
21st DAY OF DECEMBER, 1998.

*Personally Known**A. Costantini*

NOTARY PUBLIC

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 21 DAY OF DECEMBER, 1998.

Debra K. Horsley

DEBRA K. HORSLEY, REGISTERED AGENT

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