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RODGER L. SPINK
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January 14, 1999

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Fl 32314

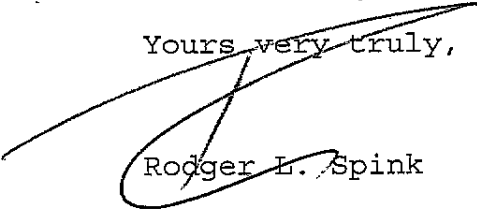
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****122.50 *****78.75

Re: USED WHEELS HEAVEN, INC.

Sir:

Enclosed herewith please find an original and copy of fully executed Articles of Incorporation for the above referenced corporation. Further enclosed is my check in the amount of \$122.50 as and for your required filing fee. After filing please forward the State of Florida letter and copies of filed articles to me in the envelope provided.

Yours very truly,


Rodger L. Spink

RLS/dt

encls.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

USED WHEELS HEAVEN, INC.

I, the undersigned, being of legal age, do hereby form a corporation for profit under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of the corporation is USED WHEELS HEAVEN, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in an activity or business permitted under the laws of the United States and 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 time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principal office of this corporation is 3551 South 441, Hollywood, Fl 33023

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until his successors are elected and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN P. SHALE	3551 South 441 Hollywood, Fl 33023

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN P. SHALE	3551 South 441 Hollywood, Fl 33023

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these Articles. In the event that these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after

subscription and acknowledgment are filed with the Department of State.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action suit or proceedings in which he may be involved or to which he may have been a party by reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - REGISTERED AGENT

The Registered Agent of this corporation, designated as the corporation's agent to accept service of process within the State of Florida, shall be JOHN P. SHALE, 3551 South 441, Hollywood, Fl 33023.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without formal meeting, if consent in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation, this 8 day of January, 1999.

John P. Shale
JOHN P. SHALE

ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named Registered Agent, I hereby accept the appointment as Registered Agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

John P. Shale
JOHN P. SHALE

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, JOHN P. SHALE, to me known to be the person described as Incorporator and Registered Agent and who executed the foregoing Acceptance and

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 12:39

Acknowledgment of Registered Agent, and acknowledgement before me
that he executed these Articles of Incorporation on this 8th day
of January, 1999



STACEY YOUNG HERRERA
COMMISSION # CC 635583
EXPIRES DEC. 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Stacey Young Herrera
Notary Public:

My Commission Expires: