

P99000049430
TRANSMITTAL LETTER

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

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-05/26/99--01082--013
****131.25 *****87.50

SUBJECT: Exotic Wheels of Orlando, Inc.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Also enclosed is the filing fee as described below.

 \$70.00
Filing Fee

 \$78.75
Filing Fee &
Certificate

 \$122.50
Filing Fee &
Certified Copy

 \$131.25
Filing Fee,
Certified Copy,
& Certificate

FROM: R. Spencer Rhodes
Florida Bar No. 120030
126 East Jefferson Street
Orlando, Florida 32801
(407) 843-4310
(407) 649-3038 (fax)

FILED
99 MAY 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/2/99
[Signature]

**ARTICLES OF INCORPORATION
OF
EXOTIC WHEELS OF ORLANDO, INC.**

ARTICLE I

Name

The name of the corporation is Exotic Wheels of Orlando, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 5859 West Colonial Drive, Orlando, Florida 32808.
The mailing address of the corporation is the same.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 126 East Jefferson Street, Orlando, Florida 32801. The name of the initial registered agent at that address is R. Spencer Rhodes.

ARTICLE V

Authorized Shares

The corporation is authorized to issue 1,000 shares of common stock having no par value.

ARTICLE VI

Management by Shareholders

The business of the corporation shall be managed by the shareholders without a board of directors.

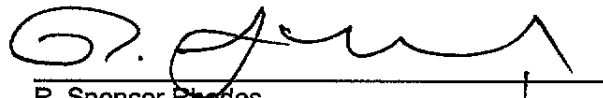
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ARTICLE VII

Incorporators

The names and addresses of the incorporators are: R. Spencer Rhodes, 126 East Jefferson Street, Orlando, Florida 32801.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 24th day of May, 1999.


R. Spencer Rhodes

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Exotic Wheels of Orlando, Inc.

2. The name and address of the registered agent and office is:

R. Spencer Rhodes
126 E. Jefferson St.
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.



R. Spencer Rhodes

5-24-99

Date

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99 MAY 26 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA