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TRANSMITTAL LETTER

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

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-05/17/99--01092--001
*****78.75 *****78.75

SUBJECT: Atlantis AC Muffler and Radiator, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee & Certificate

\$122.50
Filing Fee & Certified Copy

\$131.25
Filing Fee, Certified Copy & Certificate

FROM: KDS
Name (Printed or typed)
4290 10th Avenue North #103
Address
Jale Worth, Fl. 33461
City, State & Zip
561/434-9111
Daytime Telephone number

FILED
1999 MAY 17 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

MAY 19 1999

FILED

1999 MAY 17 PM 12: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIS AC MUFFLER AND RADIATOR, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **ATLANTIS AC MUFFLER AND RADIATOR, INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be in the field of auto repair services as well as in the entertainment and artistic productions field.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock, as follows: 30% to be owned by President Esfandiar Behboudi, 30% to be owned by the Secretary George Koncir and the 40% to be owned by the Vice-President Massoud Nasar.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is: 7111 Norton Avenue, West Palm Beach, Fl. 33405 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI
OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Esfandiar Behboudi (President) 5205 Waterview Circle, Palm Springs, Fl. 33461
Massoud Nazar (Vice-President) 5205 Waterview Circle, Palm Springs, Fl. 33461
George Koncir (Secretary) 5205 Waterview Circle, Palm Springs, Fl. 33461

**ARTICLE VII
INCORPORATOR**

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

**Massoud Nazar
5201 Waterview Circle
Palm Springs, Fl. 33461**

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and the street address of the initial registered office of this Corporation is:

**Massoud Nazar
7111 Norton Avenue
West Palm Beach, Fl. 33405**

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE X
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this day of , 1999.

Massoud Nazar

MASSOUD NAZAR, Vice-President

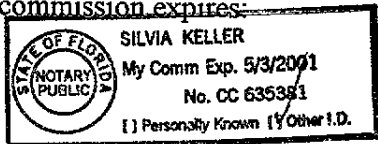
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MASSOUD NAZAR , who after being first duly sworn, deposes and states, that she signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 27th day of April, 1999.

Silvia Keller
NOTARY PUBLIC

My commission expires:
SILVIA KELLER
My Comm Exp. 5/3/2001
No. CC 635381
 Personally Known Other I.D.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ATLANTIS AC MUFFLER AND RADIATOR, INC.

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

MASSOUD NAZAR
7111 Norton Avenue
West Palm Beach, Fl. 33405

I HAVE 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.


MASSOUD NAZAR / REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 17 PM 12:52

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