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LAW OFFICES OF
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ATTORNEY AND COUNSELOR AT LAW

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EFFECTIVE DATE

12-18-01

FILED

01 DEC 26 PM 3:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 18, 2001

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

RE: Atlas Auto Sales, Inc.

To Whom It May Concern:

Please find enclosed two (2) sets of Articles of Incorporation for the above-captioned corporation, for filing, together with a check for \$78.75 as payment of the filing fee cost and certified copy.

When this has been filed, please return a certified copy to this office. Thank you for your assistance.

Sincerely,

MANUEL N. LINDIAKOS, P.A.



Angie Panesis
Legal Assistant

MNL/ap
Enclosures

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**ARTICLES OF INCORPORATION
OF
Atlas Auto Sales, Inc.**

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The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**") as follows:

I.

Name

The name of the Corporation is **Atlas Auto Sales, Inc.**

II.

Term of Existence

The date when corporate existence will commence is December 18, 2001 in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office of the Corporation is 501 S. Pinellas Avenue, Tarpon Springs, Florida 34689.

IV.

PURPOSES AND POWERS

The Purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

V.

Capital Stock

The Corporation is authorized to issue 100,000 shares of one cent (\$.01) par value common stock, which will be designated Common Stock.

VI.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 501 S. Pinellas Avenue, Tarpon Springs, Florida, 34689, and the name of its initial registered agent at such address is Maria A. Panesis.

VII.
Directors

The Corporation will have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Maria A. Panesis, President	501 S. Pinellas Ave.,
Secretary	Tarpon Springs, FL 34689
Treasurer	
Theodosia Panesis, Vice President	501 S. Pinellas Ave.,
	Tarpon Springs, FL 34689

VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Maria A. Panesis, President	501 S. Pinellas Ave.,
Secretary	Tarpon Springs, FL 34689
Treasurer	
Theodosia Panesis, Vice President	501 S. Pinellas Ave.,
	Tarpon Springs, FL 34689

IX.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written

notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

X.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE XI.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XII.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XIII.

Indemnification

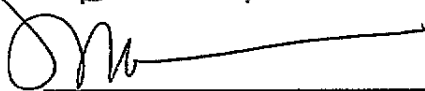
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIV.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on Dec. 18, 2001.

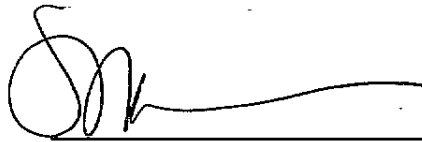


Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 12/18/01

A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a horizontal line.

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