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CAPITAL CONNECTION, INC.

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		Art of Inc. File
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. <u></u>		RA Resignation
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ARTICLES OF INCORPORATION

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PHAT AUTO SALES, INC.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

PHAT AUTO SALES, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1:00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00).

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ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

127B S ORANGE BLOSSOM TR ORLANDO, FL 32805 (407) 895-5933

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	OFFICE	ADDRESS
WILLIE ROBERTS	PRESIDENT	127B S ORANGE BLOSSOM TR ORLANDO, FL 32805
JAMES ZACKERY	VICE PRES	127B S ORANGE BLOSSOM TR ORLANDO, FL 32805
CASEY HOWARD	TREA/SEC.	127B S ORANGE BLOSSOM TR ORLANDO, FL 32805

ARTICLE IX - SUBSCRIBER(S)

THE NAMME AND STREET ADDRESS OF THE SUBSCRIBER(S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	
WILLIE ROBERTS	127B S ORANGE BLOSSOM ORLANDO, FL 32805	333 1/3
JAMES ZACKERY	127B S ORANGE BLOSSOM ORLANDO, FL 32805	333 1/3
CASEY HOWARD	TREA/SEC.	333 1/3

ARTICLE X - REGISTERED AGENT

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

WILLIE ROBERTS
127B S ORANGE BLOSSOM TR
ORLANDO, FL 32805

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORATION PART OF ANY ISSUED, UNISSUED, OR TREASHURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM

TO THE SHAREHOLDER(S) AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF

THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE

SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN

AMENDMENT TO THESES ARTICLES OF INCORPORATIONBE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FORGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 30TH DAY OF SEPT. 2003.

WILLIE ROBERTS

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

WILLIE ROBERTS

KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATIONN.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 30TH DAY OF SEPT. 2003.

NOTARY

Barbara J. Robinson

My Commission DD235466

Expires August 12, 2007

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUES, THE FOLLOWING IS SUB-MITTED, IN ACCORDANCE WITH SAID ACT:

PHAT AUTO SALES, INC.

HAVING BEEN ORGANIZED UNDER:

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

127B S ORANGE BLOSSOM TR ORLANDO, FL 32805

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IN THE CITY OF

ORLANDO

COUNTY OF ORANGE, AND IN THE STATE

of Florida, asindicated in the articles of incorporation, has named

WILLIE ROBERTS

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

RECISTERED AGENT

Vaeton

Barbara J. Robinson

My Commission DD235466

Expires August 12, 2007