

LAW OFFICE
GEORGE S. GIOURGAS
ATTORNEY AND COUNSELOR AT LAW

SEVENTEEN - TEN BUILDING
SUITE 3
1710 SOUTHWEST 27TH AVENUE
MIAMI, FLORIDA 33146
TELEPHONE (305) 446-0808
FAX (305) 446-1808

January 23, 1996

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****122.50 ****122.50

Secretary of State
CORPORATION DIVISION
Tallahassee, Florida

Re: Billy's Automotive, Inc.

Gentlemen:

Enclosed please find my check for \$122.50 to cover the cost of filing the enclosed corporation. I am enclosing one extra copy so you may confirm that the corporation has been filed, and that you have assigned a corporate number.

This letter and documents are being sent via Federal Express, and it is requested that you return confirmation of the filing in the attached prepaid Federal Express Airbill.

In the event there is anything else required to file this corporation, or if the filing fees may have changed, please call my office collect and I will see that any additional information is immediately furnish to you.

Thank you.

Very truly yours,


GEORGE S. GIOURGAS

GSG/mji
Enc.
c:\...\manol-fl.1tr

*Called George S. Giourgas
RA's office should be
at 1710 SW 27th Ave. Miami, FL 33146*

SN JAN 29 1996

RECEIVED
TALLAHASSEE, FLORIDA

55 JAN 24 AM 9:06

FILED

**ARTICLES OF INCORPORATION
OF**

BILLY'S AUTOMOTIVE, INC.

FILED
26 JAN 24 AM 9:06
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a person competent to contract, hereby associate himself to form a corporation under the Laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is:

BILLY'S AUTOMOTIVE, INC.

ARTICLE II.- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts of accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To engage in and to own, operate, and run, conduct and manage a business engaged in reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out if any or all of the purposes.

(c) To engage in the business of operating a retail gasoline, filling and/or service station, sales of auto or truck parts and accessories and service therewith and to engage in any and all functions, services and/or activities related, necessary,

incidental, proper and/or ancillary thereto and to do all other things which may be desirable to achieve the purposes aforesaid and to operate a successful business.

(d) To own, lease, operate, and manage garages for motor vehicles; to manufacture, buy, sell, rent, store, prepare, and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment, and all other personal property of every kind and description.

(e) To render services in connection with storage of automobiles and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, electrical appliances, and equipment.

(f) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(g) To conduct business in, have one or more officers in, and buy hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries and colonies.

(h) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments to secure payment of corporate indebtedness as required.

(i) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(j) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or

deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements, and enhancement in value thereof.

(k) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon, corporations formed under its Laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares Common Stock \$1.00 par Value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 3848 Shipping Avenue, Miami, Florida 33146.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have (1) director initially. The number of directors may be increased from time to time on such manner as may be prescribed by the BY-LAWS, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or by reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specially herein provided for.

No contract or other transaction between this corporation

or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the director/directors of the corporation are pecuniarily or otherwise interested in, or are a director or officer of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have known to the Board of Director/Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
VASILIOS MANOLOPOULOS, PRESIDENT AND SECRETARY	5991 S.W. 76th Street, # 2B Miami, Florida 33143

ARTICLE IX.- SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
VASILIOS MANOLOPOULOS - 1000 Shares of Common Stock at \$1.00 Par Value	5991 S.W. 76th Street, # 2B Miami, Florida 33143

ARTICLE X.- REGISTERED AGENT AND OFFICE

The Street address of the corporation's initial registered office is: 1710 SW 27th Ave #23, Miami, Florida 33145

and the corporation's initial registered agent is:

GEORGE S. GIOURGAS

ARTICLE XI. - AMENDMENT

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 stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

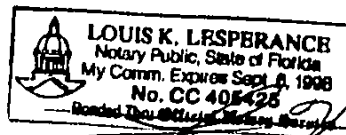
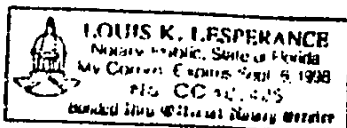
IN WITNESS WHEREOF, the party of these Articles of Incorporation has hereunto set his hand and seal this 15th, day of January, 1996.


VASILIOS MANOLOPOULOS

STATE OF FLORIDA
SS:
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and Count above to take acknowledgements, personally appeared VASILIOS MANOLOPOULOS to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State named above this 15th day of January, 1996.




NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

CERTIFICATION OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT BILLY'S AUTOMOTIVE, INC.
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, has named GEORGE S. GIOURGAS

LOCATED AT 1710 S.W. 27th Avenue, Miami, STATE OF FLORIDA
33145, AS ITS AGENT TO SERVICE OR PROCESS FLORIDA.

SIGNATURE *Joseph M. [unclear]*

DATE 1-15-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY 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.

SIGNATURE *George F. [unclear]*

DATE 1-15-96

FILED
05 JAN 24 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA