

P96000035533
FOLEY & ASSOCIATES, P.A.

Certified Public Accountants
13024 Whisper Sound Drive
Tampa, Florida 33624
(813) 265-0090

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April 5, 1996

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Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation - American Pride Auto Sales, Inc.

Dear Sir or Madam:

Enclosed, please find Articles of Incorporation for filing, along with the appropriate filing fee.
Please return a date-stamped copy to this office. Should you have any questions, please feel free
to call this office.

Sincerely,

Ben A. Foley

Benjamin A. Foley

Enclos res

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

MSB
4/25/96

**ARTICLES OF INCORPORATION
OF
AMERICAN PRIDE AUTO SALES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida statutes.

ARTICLE 1 - NAME

The name of the Corporation is **AMERICAN PRIDE AUTO SALES, INC.**

ARTICLE 2 - NATURE OF BUSINESS

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 938 East 124th Ave., Tampa, Florida 33612 and the mailing address shall be the same.

ARTICLE 4 - INCORPORATOR

The name and address of the Incorporator of this corporation is:

Benjamin A. Foley
13024 Whisper Sound Dr.
Tampa, Florida 33624

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

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TALLAHASSEE, FLORIDA

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5.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or condition of redemption of the stock.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws, but shall never be less than two. The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Mohamed Yousef Abu Freijeh
8916 Peppermill Ct.
Tampa, Florida 33634

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this corporation is at 938 East 124th Ave., Tampa, Florida 33612. The name and address of the registered agent of this corporation is Mohamed Yousef Abu Freijeh, 938 East 124th Ave. Tampa, Florida 33612.

ARTICLE 11- BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

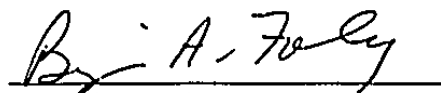
ARTICLE 1 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of April, 1996.


Benjamin A. Foley, Incorporator

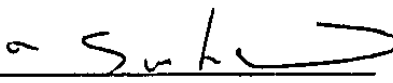
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Mohamed Yousef Abu Freijeh having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Mohamed Yousef Abu Freijeh

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA