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Florida Dept of State
Divisions of Corp
P.O.Box 6327
Tallahassee, Florida, 32314

May 5, 1997

Dear Sirs:

Subject: A.P.L. of Orlando

Enclosed is an original and one (1) copy of the Articles Of
Incorporation and a check for \$122.50.

From: A. P. L. Of Orlando Inc.
810 Lee Road
Orlando, Florida 32810
1-407-629-6332

Very Truly Yours,


Safar Shahpouri

SECRET
TALLAHASSEE, FLORIDA

97 MAY -8 AM 11:46

FILED

Safar GAVE
AUTHORIZATION BY PHONE TO
CORRECT Prm Address
DATE 5/12/97
SOC. EXAM. nc

nc 5/12/97

FILED

ARTICLES OF INCORPORATION 97 MAY -8 AM 11: 46
OF

A. P. L. Of Orlando Inc.

SECRETARY STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge, and file this certificate for the purpose of becoming a corporation under the laws of the state of Florida.

1. The name of this corporation shall be :

A. P. L. Of Orlando Inc.

2. The general nature of the business or businesses of the corporation and the objective and purposes proposed to transacted, promoted or carried on by it, are as follows:

- a) To manage, improve, repair, recondition, buy and sell automobiles, trucks, equipment and associated items by the company or in which the company has interested.
- b) To perform all sales and financing activities as required by a Automobile and/or equipment dealer.
- c) To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.
- d) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said business.
- e) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any

corporation whose stocks, bonds, securities, or other obligations; and to do all and any such acts or things designed to accomplished any such purpose.

f) To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

g) To act as financial, business, and purchasing agent for domestic or foreign corporations, individuals, partnerships, associations, state governments or other bodies.

h) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

I) To borrow money and contract debts when necessary for the transacting of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or any of the objects of its business; to secure the same by mortgage or mortgages, or deeds of trust, or pledge or other lien upon any or all of the property, rights privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article 3 hereof.

j) To acquire by purchase, subscription otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares in other corporations.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

3. The capital stock of this Corporation shall consist of 500 shares of \$1.00 par value, which stock will be fully paid and non-assessable,

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors.

4. The amount of capital with which this Corporation shall begin business shall be \$500.00.

5. This Corporation is to have perpetual existence.

6. The principal office of the Corporation shall be:

<u>Physical Address</u>	<u>Mailing Address</u>
810 W. Lee Road Orlando, Florida	810 W. Lee Road Orlando, Florida 32810

7. The number of its Directors shall be one (1), but the bylaws may provide for such increases or decreases in thereof as is authorized by Law.

8. The name and post office address of the first board of directors is:

Safar Shahpouri 810 W. Lee Road. Orlando, Florida 32810

9. The name and post office addresses of the subscribers to the Certificate of Incorporation, and the number of shares each agrees to take are as follows:

Safar Shahpouri 810 W. Lee Road. Orlando, Florida 32810

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

10. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing limiting and regulating the powers of the Corporation, its stockholders and directors are hereby adopted as

a part of this Certificate of Incorporation.

a) The Board of Directors from time to time shall determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

b) No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding as office in this Corporation.

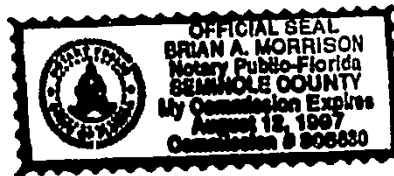
c) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

d) The original incorporators of the Corporation shall have right upon its organization, to assign and deliver their subscriptions of stock as set fourth in Article 9 hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand of lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e) No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in absence of fraud, shall be affected or invalidated by the fact that any Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relived from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm,

association or corporation in which he may be in anyway interested. Any Director of the Corporation and any subsidiary or controlled company with regard to the fact that he also is a Director of such subsidiary or controlled company.

IN WITNESS WHEREOF,
we have hereunto set our hands and seals this 7 day
of MAY, 1997



(seal)

STATE OF FLORIDA
COUNTY OF ORANGE

BE IT REMEMBERED, that on the 7 day of
MAY, 1997

Personally appeared before me, a Notary Public, in and for the State of Florida at Large, Safar Shahpouri party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledge the said Certificate to be the free act and deed of the signers, respectively, for the uses and purposes therein set fourth.

WITNESS my hand and official seal at Orange County,
Florida, the day and year last above written.

Notary Public State of Florida at Large

My commission expires :

August 12, 1997

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile or the Service of Process Within This State, Naming Agent Upon Whom Summons May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

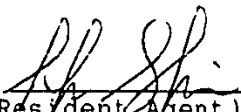
A corporation organized(or organizing) under the laws of the State of Florida with its principal office at _____, Florida(mailing address - 810 W. Lee Road, Orlando, Florida 32810) in the city of Orlando county of Orange State of Florida has named Safar Shahpour, located at West Lee Road city of Orlando, county of Orlando state of Florida, as its of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>Safar Shahpour President/Sec. 810 West Lee Rd. Orlando Fl 32810</u>		

Acceptance:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and my other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


(Resident Agent)

FILED
97 MAY -8 AM 11: 46
TALLAHASSEE, FLORIDA