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STANLEY A. SPRING
ATTORNEY AT LAW
109 NORTH PALAFOX STREET, SUITE 2
PENSACOLA, FLORIDA 32501

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 12:38

TELEPHONE: 850-470-0301

FACSIMILE: 850-434-8922

Florida Division of Corporations
ATTN: New Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: One Chance Auto Sales, Inc.

200002483042--2
-04/08/98--01094--016
****122.50 ****122.50

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter. Extending you the kindest, professional courtesies I remain

Sincerely yours,



Stanley A. Spring
Attorney at Law

SAS:sss

D. BROWN APR -9 1998

**ARTICLES OF INCORPORATION
OF
ONE CHANCE AUTO SALES, INC.**

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ARTICLE I.

NAME

The name of the corporation shall be: **ONE CHANCE AUTO SALES, INC.**

ARTICLE II.

DURATION

The duration of the corporation shall be perpetual and its existence shall commence upon the filing of these Articles by the Florida Department of State.

ARTICLE III.

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Shareholders shall

have preemptive rights. The stock of this Corporation shall be issued only for cash or for property or for services actually rendered to the Corporation. The Board of Directors shall fix the terms and conditions of sale and the time for payment of all stock sold. The valuation placed by the Board of Directors shall fix the terms and conditions of sale and the time for payment of all stock sold. Without any necessity of action by the shareholders, previously authorized but unissued shares of stock of the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for, shall be deemed fully paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's principal place of business and mailing address is One Chance Auto Sales, Inc., 3011 Fairfield Drive, Pensacola, Florida 32506 . The initial registered agent is Stanley A. Spring, Esq. whose address is 109 North Palafox Street, Suite 2, Pensacola, Florida 32501.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. Directors may be removed at any time with a vote of at least fifty-one (51%) percent of the shareholders or as required by law, whichever percentage is lower.

ARTICLE VII.

INCORPORATOR

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Abdul Rahim Khozami	3011 Fairfield Drive Pensacola, Florida 32514

ARTICLE VIII.

BYLAWS

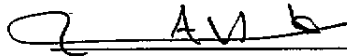
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders and may be amended as provided herein.

ARTICLE IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. The Articles of Incorporation and By-Laws may be amended at any time by a vote of at least fifty-one (51%) percent of the shareholders or as provided by law whichever percentage is lower.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this _____ day of April, 1998.



ABDUL RAHIM KHOZAMI

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**ACCEPTANCE OF REGISTERED AGENT
FOR
ONE CHANCE AUTO SALES, INC.**

Having been named to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 2nd day of April, 1998.

By: 
Stanley A. Spring, Esq.