

P98000103652

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

2000003051272--5
-11/22/99--01109--005
*****35.00 *****35.00

SUBJECT: Millenium Auto Sales, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$35.00
Filing Fee

\$43.75
Filing Fee
& Certificate

\$87.50
Filing Fee
& Certified Copy

\$96.25
Filing Fee,
Certified Copy
& Certificate

FROM:

JUNIOR ACEVEDO
ACCOUNTING & TAX CONSULTANT
195 JALAPA DR.
KISSIMMEE FL. 34743
(407) 348- 4159

FILED
00 MAY -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

298000103652
5/5/00
Amend + Return CM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

OFFICE COPY

JUNIOR ACEVEDO
195 JALAPA DRIVE
KISSIMMEE, FL 34743

SUBJECT: RAPID AUTO SALES & SERVICE, INC.
Ref. Number: P98000103652

We have received your document for RAPID AUTO SALES & SERVICE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report. The entity must be reinstated before this document can be filed.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1999 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600 reinstatement fee, \$61.25 filing fee for the current year, and \$88.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain

AMENDED**ARTICLE OF INCORPORATION
OF
RAPID AUTO SALES & SERVICE, INC.**

The undersigned hereby files and amended article of Incorporation of **Rapid Auto Sales & Service, Inc.** previously file on December 08, 1998 as follow:

**ARTICLE I
CORPORATION NAME**

The name of this Corporation shall be: **F & P Auto Sales, Inc.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and Mailing Address of this Corporation shall be
11455 S. Orange Blossom Tr. Suite 02, Orlando FL 32837.

**ARTICLE III
CAPITAL STOCK**

The Number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares, each share having a par value of \$15.00 dollars per share.

**ARTICLE IV
REGISTERED AGENT REGISTERED OFFICE**

address of Registered Office of this Corporation is 11455 S. Orange Blossom Trl. Suite 02, Orlando FL.32837. The Name and address of the Registered Agent of this Corporation is Fabian J. Cortes, 11455 S. Orange Blossom Tr. Suite 02, Orlando FL 32837.

**ARTICLE V
INCORPORATOR (S)**

The Name (s) and address of the Incorporator (s) that sign these Article are:

Fabian J. Cortes
11455 S. Orange Blossom Tr. Suite 02
Orlando FL 32837

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00 MAY -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

-- _ DIRECTORS

The name of the director of this corporation and the street address is:

Fabian Cortes
11455 S. Orange Blossom Tr. Suite 02
Orlando FL 32837

ARTICLE VII BOARD OF DIRECTORS

The Corporation shall have one (1) directors initially. The number of directors may be increase or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the law of the State of Florida, the United State or any other State, Country, Territory or Nation.

ARTICLE IX TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of execution of this Article of Incorporation.

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any Amendment hereto by majority vote of the Board of Director and any Right conferred upon the shareholders in subject to this reservation.

In Witness Whereof, the under signed Incorporator (s) have execute these Article, this 15 day of November 1999.

Signature of Incorporators(s)



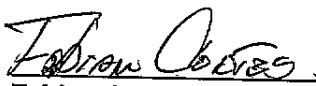
Fabian Cortes
Incorporator

**THE RESOLUTION OF THE INCORPORATOR TO AMENDMENT
CERTIFICATE OF INCORPORATION AND ARTICLE OF INCORPORATION,
INCLUDE THE CHANGE OF THE CORPORATION NAME.**

Resolved, that the certification of Incorporation of **Rapid Auto Sales & Service, Inc.** be Amended so as to change the name of the Corporation to "**F. & P. Auto Sales, Inc.**" change the Corporation Address, increase the Corporation Shares and designate a per value. Also change the Registered Agent, create the Board of Directors and included Article VII, VIII, IX and Article X.

The Chairman of the Corporation is hereby Authorized to file with the Secretary of State of Florida, the Amendment Article of Incorporation of "**Rapid Auto Sales & Service, Inc.**"

Dated: November 08, 1999


Fabian Cortes,
President Board of Directors