

P99000109559

TRANSMITTAL LETTER

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

000003062420--9
-12/06/99--01132--015
*****78.75 *****78.75

SUBJECT:

~~Millenium Auto Sales, Inc.~~

(Proposed corporate name - must include suffix)

F + R Auto Sales, Inc.

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

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

FILED
99 DEC 20 PM 3:07
13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L. Burch DEC 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

JUNIOR ACEVEDO
195 JALAPA DR
KISSIMMEE, FL 34743

SUBJECT: MILLENIUM AUTO SALES, INC.
Ref. Number: W99000028063

We have received your document for MILLENIUM AUTO SALES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 099A00057790

FILED

**ARTICLE OF INCORPORATION
OF
F & R AUTO SALES, INC.**

99 DEC 20 PM 3:07

73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation is an natural person competent to contract and hereby form for profit Corporation under Section 607 of the Florida Statutes.

ARTICLE 1- NAME

The Name of the Corporation is F & R AUTO SALES , INC. (hereinafter,"Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The Address of the Principal office of this Corporation is 9793 S. Orange Blossom Tr. Suite 15, Orlando FL 32837 and the mailing address is the same.

ARTICLE 4- INCORPORATORS

The Name and Street Address of he Incorporators of this Corporation is:

Fabian Cortes
9793 S. Orange Blossom Tr. Suite 15
Orlando, Florida 32837

ARTICLE 5- OFFICERS

The Officers of the Corporation shall be:

President : Fabian Cortes

Whose Address shall be the same as the principal address of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director (s) of the Corporation shall be:

Fabian Cortes

Whose Addresses shall be the same as the principal Address of the Corporation.

ARTICLE 7- CORPORATE CAPITALIZACION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having the pay value of fifteen dollars (\$15.00).
- 7.2 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 Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) 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 Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- 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 9- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10- REGISTERED OWNERS

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 thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation 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 11- REGISTERED OFFICE AND REGISTERED AGENT

The Initial Address of registered office of this Corporation is 9793 S. Orange Blossom Tr. Suite 15 Orlando, Florida 32837. The name and address of the registered agent of this Corporation is Fabian Cortes 9793 S Orange Blossom Tr. Suite 15 Orlando, FL 32837

ARTICLE 12- BAYLAWS

The Board of Director(s) 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 Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

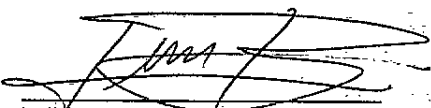
ARTICLE 13- EFFECTIVE DATE

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

ARTICLE 14- 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 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.

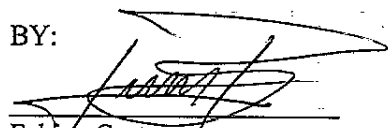
IN WITNESS WHEREOF, I have hereunto set my hand seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 24, 1999


Fabian Cortes Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATE IN ARTICLES OF INCORPORATION

Fabian Cortes having a business office identical with the registered office of the Corporation name above, and 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:


Fabian Cortes