



THE UNITED STATES  
CORPORATION  
COMPANY

L98000001535

ACCOUNT NO. : 072100000032

REFERENCE : 934283 7108498

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 337.50

ORDER DATE : August 20, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 934283-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
RICHARD J. ALAN CAHAN, P.A.

C/o Becker & Poliakoff, P.a.  
5201 BlueLagoon Dr., Suite 100  
Miami, FL 33126

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DIVISION OF CORPORATIONS  
98 AUG 20 AM 11:20

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DOMESTIC FILING

NAME: INTERNATIONAL AUTO SPA, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

*B/C*

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*8/20/98*

**ARTICLES OF ORGANIZATION  
OF  
INTERNATIONAL AUTO SPA, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

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**ARTICLE I - NAME**

The name of this limited liability company (the "Company") shall be **INTERNATIONAL AUTO SPA, L.C.**

**ARTICLE II - DURATION**

The Company shall exist for not more than 30 years from the filing date of these Articles.

**ARTICLE III - PURPOSE**

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV - INITIAL PLACE OF BUSINESS**

The initial principal place of business of the Company shall be Suite #100, 5201 Blue Lagoon Drive, Miami, Florida 33126. This is also the Company's mailing address.

**ARTICLE V - REGISTERED OFFICE  
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Richard J. Alan Cahan.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

**ARTICLE VII - INITIAL MEMBERS**

The names and addresses of the initial members are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
JAY T. MILICH	Sample Road Auto Spa 2501 W. Sample Road Pompano Beach, Florida 33075
SCOTT W. MILICH	601A Wrensone Road Yardley, PA 19057
JOE GEBSER	3136 S.E. 22nd Avenue Cape Coral, FL 33904

#### ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members:

<u>NAME</u>	<u>ADDRESS</u>
JAY T. MILICH	Sample Road Auto Spa 2501 W. Sample Road Pompano Beach, Florida 33075

#### ARTICLE IX - WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless all of the remaining members consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

#### ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

#### ARTICLE XI - AMENDMENTS

These articles may be amended from time to time by a unanimous consent of all the members, and the Amendment shall be filed, duly signed by all members of the Company, with the Florida Department of State.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization  
on the 13th day of August, 1998.

  
JAY T. MILICH, MEMBER/MANAGER

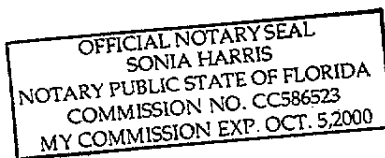
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STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     SS.

The foregoing Articles of Organization was acknowledged before me this 13th day  
of August, 1998 by JAY T. MILICH who has produced a valid drivers license or passport for  
identification and who did (not) take an oath.

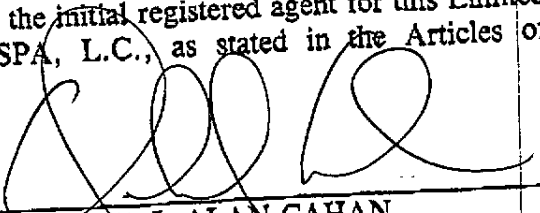
  
Notary Public  
State of Florida

My Commission Expires:



REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, INTERNATIONAL AUTO SPA, L.C., as stated in the Articles of Organization.

  
RICHARD J. ALAN CAHAN

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**OF**

**INTERNATIONAL AUTO SPA, L.C.**  
**a Florida Limited Liability Company**

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The undersigned member or authorized representative of a member of  
INTERNATIONAL AUTO SPA, L.C. deposes and says:

1. The above named limited liability company has at  
least two members

2. The total amount of cash contributed by the  
members is as follows:

JAY T. MILICH	\$25,000.00
SCOTT W. MILICH	\$2,500.00
JOCHEN GEBSER	\$200,000.00

3. If any, the agreed value of property other than  
cash contributed by members is -0-

4. The amount of cash or property anticipated to  
be contributed by members is \$300,000.00

5. The total amount of 2, 3 and 4 is \$527,500.00

Dated: 13<sup>th</sup> day of August, 1998

Under penalties of perjury, the undersigned declares that the undersigned has read the  
foregoing and knows the contents thereof and the facts stated are true and correct.

**INTERNATIONAL AUTO SPA, L.C.**  
**a Florida Limited Liability Company**

  
BY: JAY T. MILICH  
AS ITS: Manager