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HOUSTON  
ATLANTA  
SAVANNAH

September 7, 1999

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
406 E. Gaines St.  
Tallahassee, Florida 32399

300002981449--9  
-09/08/99-01081--016  
\*\*\*\*285.00 \*\*\*\*285.00

**Re: RUB-R-ALL, L.C.**

Dear Clerk:

I enclose the following documents to properly form RUB-R-ALL, L.C. (the "Company") as a Florida Limited Liability Company:

1. Articles of Organization, along with an extra copy;
2. Certificate of Designation of Registered Agent/Registered Office, along with an extra copy; and,
3. A firm check made payable to the Florida Department of State for the amount of Two Hundred Eighty Five Dollars (\$285.00) to cover the filing fee.

Please file the original Articles of Organization and the Designation of Registered Agent, and return the copies with your "filed" stamp to us in the enclosed self-addressed stamped envelope.

If need any additional information, please do not hesitate to contact me.

Sincerely,

*Elizabeth C. Williamson*  
Elizabeth C. Williamson

Vlen

Enclosures

cc: Mr. Matthew Veazey

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W. P.	

ARTICLES OF ORGANIZATION  
OF  
RUB-R-ALL, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be RUB-R-ALL, L.C. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 8806 Scenic Vista Court, Orlando, Florida 32818.

ARTICLE III – DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Jason L. Ricks, 8806 Scenic Vista Court, Orlando, Florida 32818.

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Article X.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee

shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX – MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial member of the company is:

NAME	ADDRESS
Rub-R-All, Inc.	8280 Industrial Place, Roswell, Georgia 30004

#### ARTICLE X – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned authorized representative of RUB-R-ALL, L.C. certifies:

1. the above named Limited Liability Company has at least one member;
2. the total amount of cash contributed by the member is \$500.00;
3. the agreed value of the property other than cash contributed by member is zero; and
4. the total amount of cash and property contributed and anticipated to be contributed by member is \$20,000.00.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed

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69 SEP -8 PM 5:00  
SECRETARY OF STATE  
TALLASSEE, FLORIDA

these articles of organization, on this 7th day of September, 1999.

Elizabeth C. Williamson  
Elizabeth C. Williamson  
Authorized Representative for RUB-R-ALL, L.C.,  
a Georgia corporation

Sworn to and subscribed before me,  
this 7th day of September, 1999.

Jackie L. Hendricks  
Notary Public

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000001-001631:9/7/99



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09 SEP -8 PM 5:00  
SECRETARY OF STATE  
TAMM Bldg. 12th Fl.  
ATLANTA, GA 30334

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

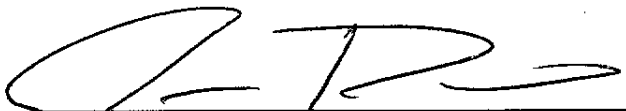
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RUB-R-ALL, L.C.
2. The name and address of the registered agent and office is:

Jason L. Ricks  
8806 Scenic Vista Court  
Orlando, Florida 32818.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Jason L. Ricks

9-7-99  
(date)

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