

PO1000094326

CYNTHIA PAIGE TORRES
SOLE INCORPORATOR
3439 MCKINLEY STREET
HOLLYWOOD, FL 33021
(954) 981-9680

July 31, 2001

Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: MAGIC HANDS AUTO DETAILING, INC.

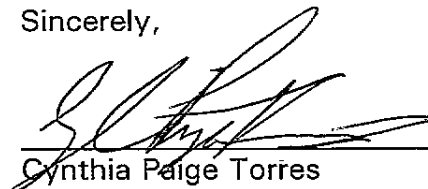
Dear Division of Corporations:

800004519708--6
-08/06/01--01112--004
*****87.50 *****87.50

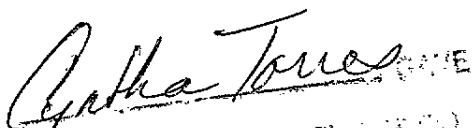
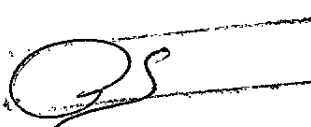
Please record the enclosed Articles of Incorporation. A fee of \$87.50 is also enclosed with the original of the articles and two copies. Please mail to my address the recorded document.

Thank you for your cooperation in this matter.

Sincerely,


Cynthia Paige Torres

enclosure


CYNTHIA TORRES
ADD RA acceptance


01 SEP 26 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS 8/9/01
PS 9/26/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 9, 2001

CYNTHIA PAIGE TORRES
3439 MCKINLEY ST
HOLLYWOOD, FL 33021

SUBJECT: MAGIC HANDS AUTO DETAILING, INC.
Ref. Number: W01000018436

We have received your document for MAGIC HANDS AUTO DETAILING, INC. and your check(s) totaling \$87.50. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 501A00045822

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGIC HANDS AUTO DETAILING, INC.**

The undersigned, acting as sole incorporator of a corporation pursuant to F.S. Chapter 607 and 621, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is "MAGIC HANDS AUTO DETAILING, INC."

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

1. To engage in any or all lawful business for which corporations may be incorporated pursuant to F.S. Chapter 607 and 621, and to exercise any and all powers that corporations may now or hereafter exercise corporation pursuant to F.S. Chapter 607 and 621, whether or not specifically enumerated herein.
2. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
3. To purchase, take, receive, subscribe for and otherwise acquire, own, hold, vote, use, employ, sell, mortgage, discount, lend upon, pledge, hypothecate and otherwise dispose of, use, and deal in and with, shares and other interests in, and promissory notes, bills of exchange, trade acceptances and other obligations of itself or other corporations (whether domestic or foreign), associations, partnerships or individuals, and direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or a governmental instrumentality.
4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporations may determine, issue its notes, bonds and other obligations and secure them by mortgage or pledge of all or any of its property, franchises and income and to issue its notes, bonds or other evidence of indebtedness convertible into common or preferred stock or other securities of the Corporation.
5. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell assign, or otherwise dispose of, formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters or patents, or issued by any country or authority, or otherwise; and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn them to account.

6. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to re-issue or cancel the shares of its own capital stock or any securities or other obligations of the Corporation in the manner and to the full extent now or hereafter permitted by the laws of the State of Florida.

7. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

8. To make donations for the public welfare and for charitable, scientific or educational purposes and in aid of the United States Government.

9. To lend its funds or credit from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions thereof, and on such terms and on such security, if any, or without security, as the Board of Directors of the Corporation may determine and as may be lawful.

10. To conduct its business, carry on its operations, have offices and exercise its corporate powers in any state, territory, district and possession of the United States and in any foreign country.

11. To be a promoter, partner, limited partner, member, associate or manager of any partnership, limited partnership, joint venture, trust or other enterprise, and to do all things necessary or proper in connection therewith as a natural person might or could do.

12. To purchase or otherwise acquire, in whole or in part, real property, personal property or the assets, property, rights and goodwill of any corporation, association, partnership or individual and to assume and agree to pay the whole or any part of the liabilities and obligations of the transferor.

13. To such extent as a corporation organized pursuant to F.S. Chapter 607 and 621 may now or hereafter lawfully do, and as either principal or agent, and either alone or in connection with other corporations, firms or individuals, to do all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purpose, or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do, pursuant to F.S. Chapter 607 and 621 or under any laws amendatory thereof, supplemental thereto, or substituted therefor, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed as powers, as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise

expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purpose and powers, and the enumeration of specific objects, purpose and powers shall not be constructed to limit or restrict in any manner the meaning of general terms or the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE III

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

The total number of shares which the Corporation is authorized to issue is one hundred(100) shares of common capital stock, having no par value per share. Said common shares shall have one vote per share and shall have all voting power of the Corporation and shall without distinction as to powers, preference or rights.

ARTICLE V

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be fixed by resolution of the shareholders at their annual meeting or by the by-laws.

The Board of Directors of the Corporation may, from time to time, distribute to its stockholders out of capital surplus of the Corporation a portion of its assets in cash or property.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase shares of its own common capital stock to the full extent of its unreserved and unrestricted capital surplus, or any other surplus, available therefor.

ARTICLE VI

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability(1) for any transaction in which a director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (2) for acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for any vote for or assent to an unlawful distribution to shareholders, or (4) for any transaction from which a director derives an improper personal benefit.

ARTICLE VII

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except with respect to an action by or in the right of the Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such indemnification shall be made to the full extent permitted by Florida law.

ARTICLE VIII

The address of the initial registered office of the Corporation is 3439 McKinley Street, Hollywood, Florida, 33021, and the name of the initial registered agent at such address is Cynthia Paige Torres.

ARTICLE IX

The address of the principal office of the Corporation is 3439 McKinley Street, Hollywood, Florida, 33021.

ARTICLE X

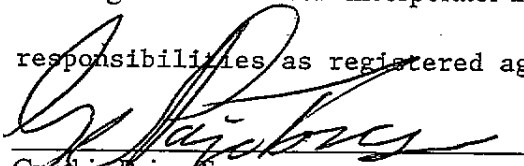
The name and address of the initial incorporator is Cynthia Paige Torres, 3439 McKinley Street, Hollywood, Florida, 33021.

ARTICLE XI

The name and address of the President of said corporation is Cynthia Paige Torres, 3439 McKinley Street, Hollywood, Florida, 33021 who may also serve as a director of said corporation.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator this 30 day of July, 2001.

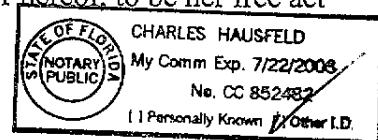
I hereby accept the duties and responsibilities as registered agent.


Cynthia Paige Torres
Incorporator/Registered Agent

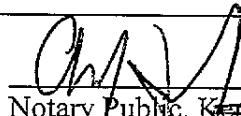
STATE OF FLORIDA)
)SS
COUNTY OF Broward.)

I, a notary public in and for the state and county aforesaid, do hereby certify that the foregoing Articles of Incorporation of MAGIC HANDS AUTO DETAILING, INC. were this day produced before me in the state and county aforesaid, and were signed and acknowledged by Cynthia Paige Torres as the sole incorporator hereof, to be her free act and voluntary deed.

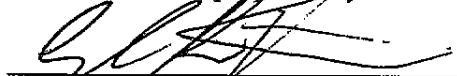
WITNESS my hand this 30 day of July, 2001.



My Commission expires: _____


Notary Public, ~~Kentucky~~, Florida
State at Large

This instrument prepared by:


CYNTHIA PAIGE TORRES
PRO SE AND
SOLE INCORPORATOR
3439 MCKINLEY STREET
HOLLYWOOD, FL 33021

01 SEP 26 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED