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Nicholas T. Schroeder  
Attorney at Law  
4010-D Newberry Road  
Gainesville, Florida 32607  
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352-376-8118

FILED

02 JAN 24 PM 12: 57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE  
01-25-02

January 23, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/24/02--01011--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

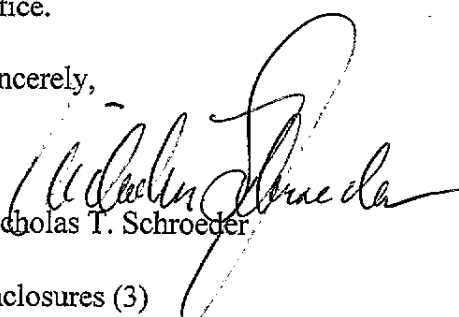
Re: *Incorporation of ALL AMERICAN AUTO SPA, INC.*

Enclosed are the following:

1. Articles of Incorporation of ALL AMERICAN AUTO SPA, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,

  
Nicholas T. Schroeder

Enclosures (3)

ARTICLES OF INCORPORATION  
OF  
**ALL AMERICAN AUTO SPA, INC.**

EFFECTIVE DATE  
01-25-02

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **ALL AMERICAN AUTO SPA, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

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### ARTICLE III

#### Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable.

### ARTICLE IV

#### Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

### ARTICLE VI

#### Beginning of Corporate Existence

The date corporate existence shall begin shall be January 25, 2002.

## ARTICLE VII

### Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

## ARTICLE VIII

### Principal Office & Mailing Address

The initial street address of the principal office of this corporation shall be 540 SW 38<sup>th</sup> Avenue, Ocala, FL, 34474. The mailing address for the corporation shall be 1218 West Bridge Drive, Citrus Springs, FL 34434.

## ARTICLE IX

### Subscribers

The name and address of the subscribers to these Articles of Incorporation are:

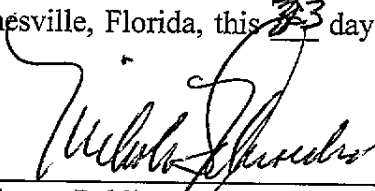
DAVID M. DIPIETRO  
1218 West Bridge Drive  
Citrus Springs, FL 34434

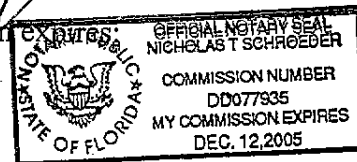
RANDALL N. SPARROW  
805 SE 14<sup>th</sup> Street  
Deerfield Beach, FL 33441

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, DAVID M. DIPIETRO, being well known and did take an oath, acknowledged before me that he is party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 23 day of January, 2002.

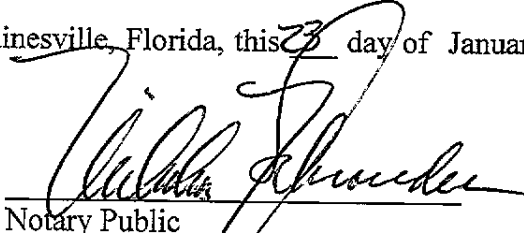
  
\_\_\_\_\_  
Notary Public  
My commission expires:

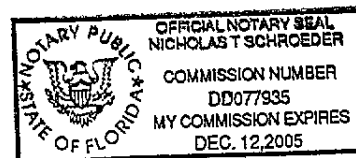


STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, RANDALL N. SPARROW, being well known and did take an oath, acknowledged before me that he is party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 23 day of January, 2002.

  
\_\_\_\_\_  
Notary Public  
My commission expires:



FILED


02 JAN 24 PM 12:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**ALL AMERICAN AUTO SPA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 540 SW 38<sup>th</sup> Avenue, Ocala, FL, 34471, State of Florida, has named DAVID M. DIPIETRO, located at 1218 West Bridge Drive, Citrus Springs, FL, 34434, as its agent to accept service of process within Florida.

  
RANDALL N. SPARROW, President  
Date: 1-23-02

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
DAVID M. DIPIETRO  
Registered Agent  
Date: 1-23-02