

Feb 26 02 05:02p

p. 2

Division of Corporations

Page 1 of 2

P02000022323

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000043842 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 668-4318
Fax Number : (850) 668-3398

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 26 PM 4:02

FLORIDA PROFIT CORPORATION OR P.A.

ALLSTARS CAR WASH & DETAILING CENTER, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

FEB 25 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2002

FLORIDA FILING

SUBJECT: ALLSTARS CAR WASH & DETAIL CENTER, INC.
REF: W02000005490

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

FAX Aud. #: H02000043842
Letter Number: 702A00011811

*Please retain original file
date,*

Ok to Resubmit

H02-000043842

Articles of Incorporation
of
ALLSTARS CAR WASH & DETAILING CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 26 PM 4:02

ARTICLE I

Name and Duration

The name of the Corporation is Allstars Car Wash & Detailing Center, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 712 W. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE III

Registered Office and Agent

The address of the registered agent, SCOTT SCRUBY, is 712 W. Lake Mary Blvd., Sanford, Florida 32773.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

H02000043842

H02000043842

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock") \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Frank M. Costanzo, Esq.	950 S. Winter Park Road Suite 112 Casselberry, Florida 32707

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

H02000043847

H02000043842

<u>Name</u>	<u>Address</u>
Scott Scruby	712 W. Lake Mary Blvd. Sanford, Florida 32773

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

H02000043842

H02000013842

ARTICLE XI

Indemnification

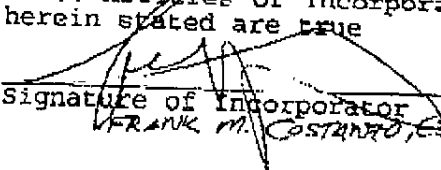
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

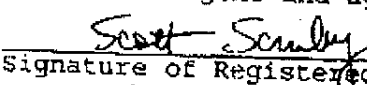
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true


Signature of Incorporator
FRANK M. COSTANZO, ESQ.

2/25/02

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.


Signature of Registered Agent
SCOTT SCULLY

2/25/02

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 26 PM 4:02

H02000013847