

FILED

02 OCT 30 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Do2000116810*

**Florida Department of State**  
Division of Corporations  
Public Access System

**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.

(((H02000217305 0)))

**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 : STEVEN SILVERMAN, P.A.  
Account Number : I20010000144  
Phone : (305) 666-6111  
Fax Number : (305) 670-8114

**FLORIDA PROFIT CORPORATION OR P.A.**

**Auto Spa of Miami, Inc.**

*DR 10/31*

FILED  
02 OCT 30 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AUTO SPA OF MIAMI, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: AUTO SPA OF MIAMI, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

**ARTICLE V**  
**DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation shall be located at:

801 N. Venetian Drive, Suite 1001  
Miami, Florida 33139

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is:

801 N. Venetian Drive, Suite 1001  
Miami, Florida 33139

The name and address of the initial registered agent of the corporation is:

STEVEN AIELLO  
801 N. Venetian Drive, Suite 1001  
Miami, Florida 33139

**ARTICLE IX**

**INITIAL BOARD OF DIRECTORS**

*This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:*

Steven Aiello, President/Vice President/ Treasurer/ Secretary  
801 N. Venetian Drive, Suite 1001  
Miami, Florida 33139

**ARTICLE X**  
**INCORPORATORS**

The name(s) and address(s) of the person(s) signing these Articles is/are:

Steven Aiello  
801 N. Venetian Drive, Suite 1001  
Miami, Florida 33139

**ARTICLE XI**  
**ACTIONS OF DIRECTORS WITHOUT MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE XII**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIII**  
**INDEMNIFICATION**

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

ARTICLE XIV

AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 23 day of October, 2002.

  
\_\_\_\_\_  
Steven Aiello

STATE OF FLORIDA        }  
                                  } SS:  
COUNTY OF MIAMI-DADE }

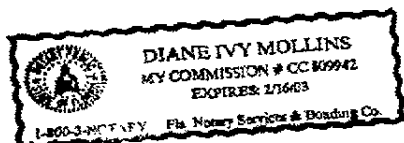
Before me, the undersigned authority, personally appeared, STEVEN AIELLO to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 23 day of October, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: DIANE MOLLENS

H02000217305

My Commission Expires:



FILED  
02 OCT 30 AM 7:12  
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:

That AUTO SPA OF MIAMI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami-Dade, State of Florida, has named STEVEN AIELLO, at 801 N. Venetian Drive, Suite 1001, Miami, Florida 33139, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
STEVEN AIELLO

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.

Dated this 23 day of October, 2002

  
\_\_\_\_\_  
STEVEN AIELLO