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Page 1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

Carsmetics Franchises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CARSMETICS FRANCHISES, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is Carsmetics Franchises, Inc.

II.

Term of Existence

The date when corporate existence will commence is July 28, 2005 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Principal Office

The principal office and mailing address of the Corporation is 3030 North Rocky Point Drive West, Suite 720, Tampa, Florida 33607

IV.

Capital Stock

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

VI.

Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

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<u>Name</u>	<u>Address</u>
Stephen Dunn	19222 Gulf Boulevard, #605 Indian Shores, Florida 33785
Robert A. Lockhart	4284 Cove Drive Palm Harbor, Florida 34685
Joseph P. Coverdill	3535 Tabernacle Place Tampa, Florida 33607

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o DLA Piper Rudnick Gray Cary UP LLP 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602

VIII.
Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 28, 2005.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: July 28, 2005.


DAVID A. BEYER