

SEP-12-1996
9/12/96

P96000076101

EMPIRE CORPORATE KIT COMPANY
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

P.1 20
11:30 AM

((H90000012738 0))

TO: DIVISION OF CORPORATIONS

FAX #: (804)022-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3004

ACCT#: 072450003200

FAX #: (305)541-3770

NAME: TRI COUNTY WASH, INC.

AUDIT NUMBER.....H90000012738

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: m
Help F1 Option Menu F2

NUM

Connect: 00:11

RECEIVED

96 SEP 12 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96
173

FILED
96 SEP 12 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

796A - 42523

STATE OF FLORIDA - DEPARTMENT OF STATE

FILED

96 SEP 11 PM 12:48
Certificate designating place of business or domicile for the service of process within this State, naming registered agent and naming the Officers and Board of Directors of the Corporation. STATE OF FLORIDA

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

JOEL S. MOSS, P.A.

is a Corporation organized under the laws of the State of Florida, with its principal office located at 47 W. New Haven Avenue, Suite 200, City of Melbourne, County of Brevard, State of Florida. The Registered Agent of the Corporation shall be Joel S. Moss, Esquire, who is located at 47 W. New Haven Avenue, Suite 200, City of Melbourne, County of Brevard, State of Florida.

The initial Officers of the Corporation are:

Joel S. Moss-President, Secretary and Treasurer-47 W. New Haven Avenue, Suite 200, Melbourne, Florida 32901.

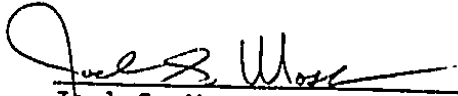
The initial Directors of the Corporation are:

Joel S. Moss - 47 W. New Haven Avenue, Suite 200, Melbourne, Florida 32901.

ACCEPTANCE:

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officers of the Corporation who are also authorized to accept service, as required by law.

DATED: ^{Sept} August 10, 1996


Joel S. Moss
Registered Agent

ARTICLES OF INCORPORATION
OF
TRI COUNTY WASH, INC.

ARTICLE I - NAME

The name of this Corporation is: TRI COUNTY WASH, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

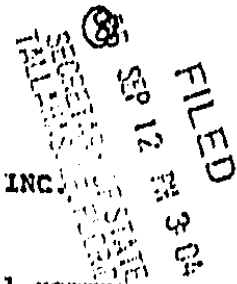
This Corporation is organized for all legal purposes of in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of common stock at One Dollar (\$1.00) par value. Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board.

Prepared by:
Carolyn Karetis, Esq.
FBN. 0660876
3121 Ponce de Leon Blvd.
Coral Gables, FL 33147
(305) 444. 2123

H96000012738



H96000012738

-3-

ARTICLE VII - ADDRESS

The initial street address of the principal office of this Corporation is as follows: 10619 NE 10th Court
Miami Shores, FL 33138

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have (1) Director(s) initially. The number of directors may be increased or diminished from time to time in such manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

DIRECTORS:

Nicholas Karottis

11214 Pines Blvd., #108
Fembroke Pines, FL 33026**OFFICERS:**

Nicholas Karottis, President

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or here-

H96000012738

H96000012738

-2-

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasury shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, or any future issue of shares or convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is: 10619 NE 10th Court
Miami Shores, Fl 33138

H96000012738

after taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XI - REMOVAL OF DIRECTORS

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

N A M E :

A D D R E S S :

Carolyn Karettis

3121 Ponce De Leon Blvd.
Coral Gables, Fl 33134

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-

-5-

H96000012738

Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIV - POWERS

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of September, 1996.


Carolyn Karettis

H96000012738

H96000012738

-6-

STATE OF FLORIDA
COUNTY OF DADE)
)

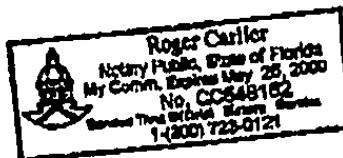
Before me personally appeared CAROLYN KARETTIS
to me personally known and known to me to be the person(s)
described in and who executed the foregoing instrument, and
acknowledged to and before me that he executed the said
instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 14th day of
September, 1996.

(x) Personally known by me


Notary Public
State of Florida

My Commission Expires:



H96000012738

H96000012738

-7-

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

FILED
SEP 12 1996
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

In accordance with the Florida General Corporation Act,
Section 607.034, the following is submitted:
That "Tri County Wash, Inc." desiring to organize or
qualify under the Laws of the State of Florida, with its
principal place of business in the City of Pembroke Pines,
State of Florida, has named:

Carolyn Karattin

as its Resident Agent to accept service of process.

Signature: Carolyn Karattin

Date: 9/11/96

ACKNOWLEDGEMENTS:

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

Dated: 9/11/96

Carolyn Karattin
Resident Agent

H96000012738