

FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW  
THE PLAZA • SUITE 801  
3333 TOWN CENTER ROAD  
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

*19600101087*

December 13, 1996

300002028633--9  
-12/13/96--01049--007  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: CAR CARE APPEARANCE, INC.

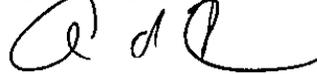
Dear Sir or Madam:

Enclosed herewith you will find a check in the amount of \$122.50 along with the original and a copy of the Articles of Incorporation of Car Care Appearance, Inc.

Once the enclosed is processed, kindly return copies to this office in the enclosed envelope. (FedEx)

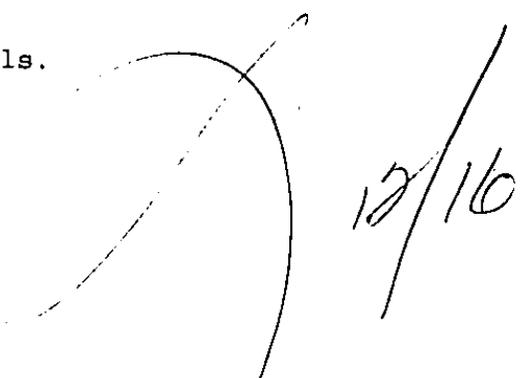
If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,



Andrew R. Friedman

sc  
Encls.



96 DEC 13 AM 10:28  
FILE

ARTICLES OF INCORPORATION  
OF  
CAR CARE APPEARANCE, INC.

FILED  
96 DEC 13 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Car Care Appearance, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the corporation shall be at: 1801 W. Atlantic Avenue, Delray Beach, FL 33445. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: NICHOLAS W. VISCONTI, JR.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
NICHOLAS A. VISCONTI, JR.	1801 W. Atlantic Avenue Delray Beach, FL 33445

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
NICHOLAS A. VISCONTI, JR. President/Secretary/Treasurer	1801 W. Atlantic Avenue Delray Beach, FL 33445

ARTICLE X

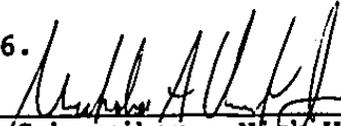
The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NICHOLAS A. VISCONTI, JR.	1801 W. Atlantic Avenue Delray Beach, FL 33445

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 12 day of December, 1996.

  
\_\_\_\_\_  
/Subscriber - Nick Visconti

STATE OF FLORIDA            )  
                                  )    SS.:  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared  
NICHOLAS A. VISCONTI/<sup>JR</sup> the person described in and whose name is signed to  
the foregoing Certificate of Incorporation of CAR CARE APPEARANCE,  
INC., and who is described in said Certificate as the incorporator  
of said corporation, and he acknowledged before me that he executed  
the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach,  
State of Florida, this 12 day of December, 1996.

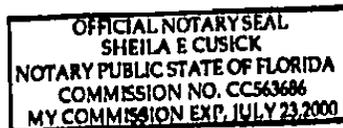
*Sheila E. Cusick*

NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name:

Personally known  OR  
Produced Identification

Type of identification \_\_\_\_\_

My Commission Expires:

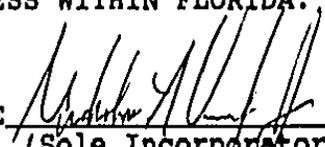


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST - THAT CAR CARE APPEARANCE, INC.

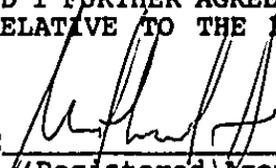
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF DELRAY  
BEACH, STATE OF FLORIDA, HAS NAMED NICHOLAS A. VISCONTI, JR.  
LOCATED AT 1801 W.  
Atlantic Avenue, CITY OF DELRAY BEACH, STATE OF FLORIDA, (33445)  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE   
(Sole Incorporator)

TITLE: President

DATE: December, 12, 1996

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.

SIGNATURE   
(Registered Agent)

DATE: December 12, 1996

FILED  
96 DEC 13 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA