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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ALL AMERICAN CAR WASH OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000005419

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

ALL AMERICAN CAR WASH OF SOUTH FLORIDA, INC.

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DIVISION 1
STANDARD
RECORDS

ARTICLE I - NAME

The name of this corporation is ALL AMERICAN CAR WASH OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Ronald E. Shnider, Esq.
FL BAR NO: 149153
ALTMAN & SHNIDER, P.A.
7770 W. Oakland Park Blvd., #100
Sunrise, FL 33351
(954) 742-2006

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Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is 7770 West Oakland Park Blvd., #100, Sunrise, Florida 33351 and the name of the registered agent of this corporation at said address is: Ronald E. Shnider. The principal place of business of the corporation is: 7770 West Oakland Park Blvd., #100, Sunrise, Florida 33351.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Ronald E. Shnider
7770 West Oakland Park Blvd., #100
Sunrise, Florida 33351

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles is:

Ronald E. Shnider
7770 West Oakland Park Blvd., #100
Sunrise, Florida 33351

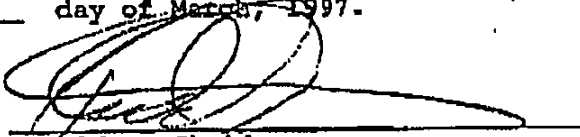
ARTICLE X - AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 31 day of March, 1997.

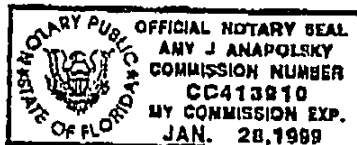

Ronald E. Shnider

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31 of March, 1997, by Ronald E. Shnider, who is personally known to me.


PRINTED NAME:
My Commission Expires:



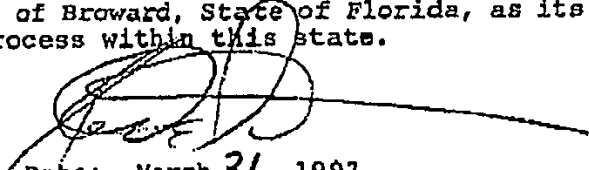
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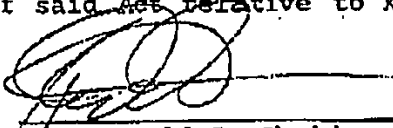
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That ALL AMERICAN CAR WASH OF SOUTH FLORIDA, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Sunrise, County of Broward, State of Florida, has named Ronald E. Shnider located at 7770 West Oakland Park Blvd., #100, City of Sunrise, County of Broward, State of Florida, as its agent to accept service of process within this state.


 Date: March 31, 1997

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 agree to comply with the provisions of said Act relative to keeping open said office.


 By: Ronald E. Shnider
 Registered Agent
 Date: March 31, 1997

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STATE
 RECORDS

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