

MARK D. DAVIS

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P97000057649



June 19, 1997

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32311

900002226879--2
-06/30/97--01146--011
****131.50 ****131.50

Re: KARLEY'S KARWASH, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida corporation.

Please provide a certificate of status and certified copy of these articles.

I have also enclosed \$131.50 for filing of same.

Regards,

Mark D. Davis /DM

Mark D. Davis
Attorney

694 Baldwin Ave., Suite 3
DeFuniak Springs, Fl. 32433
(904) 892-5838

FILED
97 JUN 30 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 7/1/97

ARTICLES OF INCORPORATION OF
KARLEY'S KARWASH, INC.

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE
NAME

The name of the corporation is KARLEY'S KARWASH, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

ARTICLE THREE
PURPOSE OR PURPOSES

The purpose or purposes for which this corporation is organized is:

- (1) To engage in any necessary and lawful business activity allowed by law.

ARTICLE FOUR
TAX ORGANIZATION

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

ARTICLE FIVE
CAPITALIZATION

The number of share of stock that this place corporation is to have outstanding at any one time is twenty (20) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

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**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, DeFuniak Springs, Fl. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of each person who is to serve as a member of the initial board of directors are:

KYLE McDONALD
P.O. BOX 952
DEFUNIAK SPRINGS, FL. 32435

**ARTICLE EIGHT
INCORPORATOR**

The name and address of each incorporator is:

KYLE McDONALD
P.O. BOX 952
DEFUNIAK SPRINGS, FL. 32435

**ARTICLES NINE
OFFICERS**

The name and address of each officer is:

KYLE McDONALD
P.O. BOX 952
DeFuniak Springs, Fl. 32435

President

**ARTICLE TEN
SHARES**

The number of shares of stock as described in articles five above shall be distributed as follows:

Kyle McDonald
P.O. Box 952
DeFuniak Springs, Fl. 32435

10

Kim S. McDonald
P.O. Box 952
DeFuniak Springs, Fl. 32435

10

ARTICLE ELEVEN
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 405 331 South,
DeFuniak Springs, Fl. 32433.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of
Incorporation on this 11 day of June, 1997.

Kyle McDonald
KYLE McDONALD

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 11 day of June, 1997, by
KYLE McDONALD, who is personally known to me or who produced N/A
identification and who did not take an oath.

Debi L. Martin
Notary Public ()
My Commission Expires:



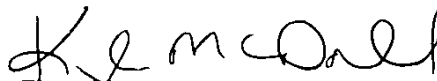
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

KARLEY'S KARWASH, INC., with its place of business at 405 331 South, DeFuniak Springs, Fl. 32433 has named Mark D. Davis, located at 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

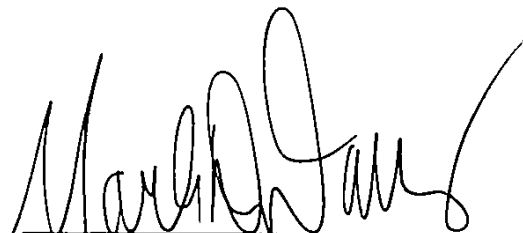
Dated June 11, 1997.


KYLE McDONALD

INCORPORATOR

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated June 11, 1997.


MARK D. DAVIS

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