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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CLEAN CAR INTERIORS OF SOUTH FLORIDA, INC.
AUDIT NUMBER.....H97000019439
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES.....6
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**ARTICLES OF INCORPORATION
OF
CLEAN CAR INTERIORS OF SOUTH FLORIDA, INC.
A FLORIDA CORPORATION**

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ARTICLE I NAME

The name of the corporation is Clean Car Interiors of South Florida, Inc.

ARTICLE II PURPOSE

The purpose of Clean Car Interiors of South Florida, Inc., is to engage in activities or business under the laws of the United States of Florida.

ARTICLE III DURATION

The corporation shall have perpetual existence.

ARTICLE IV PRINCIPAL OFFICE

The principal office for this corporation will be located in the City of Pembroke Pines, County of Broward, State of Florida, and the mailing address of said principal corporation shall be 17401 S.W. 7th St., Pembroke Pines, Florida 33029.

ARTICLE V INITIAL BOARD OF DIRECTORS

The names and mailing address of the members of the initial Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

William Brock, President 17401 S.W. 7th St. Pembroke Pines, FL 33029
Harold Price, Vice President 17401 S.W. 7th St. Pembroke Pines, FL 33029
Robin Brock, Secretary/Treas. 17401 S.W. 7th St. Pembroke Pines, FL 33029

Osafer Legair, CPA (accountant)
PO BOX 245521
Pembroke Pines, FL 33024
(954) 450-1796

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ARTICLE VI NUMBER OF DIRECTORS

The number of directors shall be not less than (1). The number of directors may be raised or lowered by amendment of the bylaws of the corporation.

ARTICLE VII PREEMPTIVE RIGHTS

No holder of any stock of the Corporation shall be entitled, as a matter of right to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares except for Series C common stock.

ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY

The directors of this corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except liability for (a) the amount of a financial benefit received by a director was not entitled; (b) an intentional infliction of harm on the corporation or the shareholders; (c) improper distributions from the corporation as prohibited by the statute; or (d) an intentional violation of criminal law.

ARTICLE IX REGISTERED OFFICE & AGENT

The registered office of the corporation shall be 17401 S.W. 7th St., Pembroke Pines, Florida 33029, and the name of the initial registered agent at such is William Brock. Either the registered office or the registered agent may be changed in a manner provided by law.

ARTICLE X INITIAL CAPITAL

The amount of capital with which this corporation will begin business with shall be 300 shares of common stock at a \$1.00 par value. The corporation shall begin business with capital of not less than \$300.00.

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ARTICLE XI INDEMNIFICATION

The corporation shall not indemnify a director or an officer unless after a determination has been made, it has been determined that (1) the director or officer acted in good faith (2) the director or officer reasonably believed that his or her own conduct was in the corporation's best interest and (3) in the case of any criminal proceeding, the officer or director had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XII DEATH OF STOCKHOLDERS

Upon death of a stockholder, his or her stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such a manner as may be provided for in the Shareholder's Agreement of this corporation, in a manner consistent with the law and these Articles.

ARTICLE XIII INCORPORATORS

The incorporators of Clean Car Interiors of South Florida, Inc. are:

William Brock, President 17401 S.W. 7th St. Pembroke Pines, Fl 33029
Harold Price, Vice President 17401 S.W. 7th St. Pembroke Pines, Fl 33029
Robin Brock, Secretary/Treas. 17401 S.W. 7th St. Pembroke Pines, Fl 33029

ARTICLE XIV

This corporation elects to be a Sub S corporation and to file all papers necessary to be a Sub S corporation with the State of Florida, but reserves the right to change from a Sub S at any time in the future as decided by the board.

ARTICLE XV AMENDMENTS

This corporation reserves the rights to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

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In witness whereof, each subscriber has signed these articles of incorporation.

William A. Brock
William Brock, President

Harold Price
Harold Price, Vice President

Robin Brock
Robin Brock, Secretary/Treas.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: **Clean Car Interiors of South Florida, Inc.**
2. The name and address of the registered agent and office is:

**William Brock
17401 S.W. 7th St.
Pembroke Pines, FL 33029**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

William A. Brock
William Brock, President

Date: 11/21/97

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TALLAHASSEE, FLORIDA

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