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CAR SPA, INC.

Certificate of Status	0
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December 7, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMIT
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CAR SPA, INC.
4835 LBJ FRWY
SUITE 650
DALLAS, TX 75244

SUBJECT: CAR SPA, INC.
REF: P98000057973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Annette Ramsey
Regulatory Specialist II

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**Articles of Amendment
to
Articles of Incorporation
of**

Car Spa, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P98090057073

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself; (if not applicable, indicate N/A)

N/A

(continued)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CAR SPA, INC.**

Pursuant to the Florida Business Corporation Act, Article III of the Articles of Incorporation, as amended, of CAR SPA, INC., a Florida corporation, hereinafter referred to as the "Corporation", is amended to include new sections (i) and (j) to read as follows:

(i) 7.03% Series A Preferred Stock There is hereby established a series of the preferred stock designated "7.03% Series A Preferred Stock" (hereinafter called this "Series A") initially consisting of 10,000 shares, having a par value per share equal to \$0.001. The number of shares constituting this Series A may be increased from time to time in accordance with law up to the maximum number of shares of preferred stock authorized to be issued under the Articles of Incorporation of the Corporation, as amended, less all shares at the time authorized of any other series of preferred stock. Shares of this Series A will be dated the date of issue. This Series A shall have the relative rights, designations, preferences, qualifications, privileges, limitations and restrictions applicable thereto as follows:

(i) The preferences of each share of this Series A with respect to dividend payments or distributions upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation (herein referred to as "Liquidation"), as the case may be, will be in every respect on a parity with the preferences of every other share of this Series A as to dividend payments or upon Liquidation and of every other share of capital stock of the Corporation which is not specifically made senior or junior to this Series A as to dividend payments or upon Liquidation. The rights of this Series A will be senior to the common stock of the Corporation with respect to dividend payments and distributions upon Liquidation of the Corporation and on parity with the Series B (defined below).

(ii) The holders of shares of this Series A shall be entitled to receive, when and as declared in the discretion of the Board of Directors of the corporation, out of funds legally available therefor, cumulative dividends at the annual rate of 7.03% per share on the liquidation preference of \$1,000, and no more, payable in arrears in cash quarterly on March 6, June 6, September 6, and December 6 of each year, beginning on March 6, 2008.

(1) Dividends shall be cumulative and begin to accrue from the original issue date of this Series A whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for payment of these dividends. If the full dividends in respect of any previous quarterly dividend period shall not have been paid on all shares of this Series A at the time outstanding, whether or not declared, dividends in the amount of the deficiency will be fully paid on, or declared and set apart for, such shares before any dividend or other distribution, whether in cash or property, will be paid on or declared or set apart for any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series A as to dividends, whether now or hereafter, authorized, and before any moneys will be set aside for or applied to any redemption, retirement, purchase or other acquisition of any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series A as to dividends, whether now or hereafter authorized.

(2) If at any time there shall be outstanding any shares of any other capital stock ranking on a parity as to dividends with this Series A, no dividends will be declared on this Series A or any other such parity stock in respect of any dividend payable during the same calendar quarter unless there shall be declared on all shares of this Series A and other such parity stock dividends payable in such calendar quarter, pro rata among all such shares in proportion to the respective accrued and unpaid dividends that would be payable in respect of such shares (according to the terms thereof) as of such date if all such sums were actually paid; *provided, however*, that if at any time there shall be outstanding any shares of other such parity stock paying

dividends on a schedule different than this Series A ("Different Schedule Parity Stock"), (i) no dividends will be declared on shares of this Series A or any other such parity stock paying dividends on the same schedule as this Series A ("Same Schedule Parity Stock") unless all dividends then payable on shares of Different Schedule Parity Stock (according to the terms thereof) for the period (if any) from the first dividend payment date on which an arrearage occurred in payment of dividends on such Different Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series A and other series of Same Schedule Parity Stock shall have been paid in full, and (ii) no dividends will be declared on shares of Different Schedule Parity Stock unless all dividends then payable on shares of this Series A and each other series of Same Schedule Parity Stock (according to the terms thereof) for the period from the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series A and other series of Same Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on each series of Different Schedule Parity Stock shall actually have been paid in full.

(iii) So long as any of the shares of this Series A shall be outstanding, in the event of any Liquidation of the Corporation, the holders of the then outstanding shares of this Series A will have preference per share against the property of the Corporation available for distribution to the holders of the Corporation's capital stock (other than capital stock to which this Series A is junior upon liquidation) equal to \$1,000 plus all dividends per share accrued and unpaid on this Series, whether or not declared, to the date of payment of such preference, and such preference will be paid on, or set apart in full for the holders of, shares of this Series A then outstanding before any distribution or payment will be made to the holders of shares of Common Stock or other capital stock of the Corporation which are junior to this Series A upon Liquidation, whether now or hereafter authorized. After payment of the full amount of such Liquidation distribution, the holders of this Series A shall not be entitled to any further participation in any distribution of assets of the Corporation.

(1) If, upon any Liquidation of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of this Series A and the holders of shares of all other stock of the Corporation ranking, upon Liquidation, on a parity with this Series A, shall be insufficient to pay in full the preferential amount set forth in paragraph (iii) above and liquidating payments on all such other stock ranking, upon Liquidation, on a parity with this Series A, then such assets or the proceeds thereof shall be distributed among the holders of this Series A and all such other stock ratably in accordance with the respective amounts which would be payable on such shares of this Series A and any such other stock if all amounts payable thereon were paid in full.

(2) Neither the consolidation nor merger of the Corporation with or into another corporation, nor the sale, conveyance or exchange of all or substantially all of the property and assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (iii).

(iv) The Corporation may, at its option, redeem the shares of this Series A, as a whole or in part, at any time at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event that fewer than all the outstanding shares of this Series A are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined by lot or pro rata as may be determined by the Board of Directors in its sole discretion to be fair and equitable.

(2) In the event the Corporation shall redeem shares of this Series A, notice of such redemption (a "Notice of Redemption") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the redemption date, to each holder of record of

the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each Notice of Redemption shall state: (1) the redemption date; (2) the number of shares of this Series A to be redeemed; (3) the redemption price; and (4) the place or places where the shares are to be redeemed.

(3) Any shares of this Series A which shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(v) The holders of this Series A may, on or after December 6, 2010, demand that the Corporation redeem ("Put") the shares of this Series A, if not previously redeemed by the Corporation, as a whole or in part, at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event the holders of this Series A Put shares of this Series A to the Corporation, notice of such Put (a "Notice of Put") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the Put date, to the Corporation at the address of its registered office. Each Notice of Put shall state: (1) the Put date; (2) the number of shares of this Series A to be Put; and (3) the Put price.

(2) Any shares of this Series A which shall at any time have been Put shall, after such Put, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(vi) The holders of shares of this Series A will not, by virtue of their ownership thereof, be entitled to vote upon any matter.

(vii) For the purpose of this Amendment, any capital stock of the Corporation will be deemed to rank:

(1) prior to the shares of this Series A, either as to dividends or upon Liquidation, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of this Series A;

(2) on a parity with shares of this Series A, either as to dividends or upon Liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or optional or mandatory redemption provisions, if any, be different from those of this series, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of this Series A; and

(3) junior to shares of this Series A, either as to dividends or upon Liquidation, if such class shall be common stock or if the holders of this Series A will be entitled to receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of such stock.

(G) 3.63% Series B Preferred Stock. There is hereby established a series of the preferred stock designated "3.63% Series B Preferred Stock" (hereinafter called this "Series B") initially consisting of 14,000 shares, having a par value per share equal to \$0.001. The number of shares constituting this Series B may be increased from time to time in accordance with law up to the maximum number of shares of preferred stock authorized to be issued under the Articles of Incorporation of the Corporation, as amended, less all shares at the time authorized of any other series of preferred stock. Shares of this Series B will be dated the date of issue. This Series B shall have the relative rights, designations, preferences, qualifications, privileges, limitations and restrictions applicable thereto as follows:

(i) The preferences of each share of this Series B with respect to dividend payments or distributions upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation (herein referred to as "Liquidation"), as the case may be, will be in every respect on a parity with the preferences of every other share of this Series B as to dividend payments or upon Liquidation and of every other share of capital stock of the Corporation which is not specifically made senior or junior to this Series B as to dividend payments or upon Liquidation. The rights of this Series B will be senior to the common stock of the Corporation with respect to dividend payments and distributions upon Liquidation of the Corporation and on parity with the Series A.

(ii) The holders of shares of this Series B shall be entitled to receive, when and as declared in the discretion of the Board of Directors of the corporation, out of funds legally available therefor, cumulative dividends at the annual rate of 3.63% per share on the liquidation preference of \$1,000, and no more, payable in arrears in cash quarterly on March 6, June 6, September 6, and December 6 of each year, beginning on March 6, 2008.

(1) Dividends shall be cumulative and begin to accrue from the original issue date of this Series B whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for payment of these dividends. If the full dividends in respect of any previous quarterly dividend period shall not have been paid on all shares of this Series B at the time outstanding, whether or not declared, dividends in the amount of the deficiency will be fully paid on, or declared and set apart for, such shares before any dividend or other distribution, whether in cash or property, will be paid on or declared or set apart for any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series B as to dividends, whether now or hereafter, authorized, and before any moneys will be set aside for or applied to any redemption, retirement, purchase or other acquisition of any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series B as to dividends, whether now or hereafter authorized.

(2) If at any time there shall be outstanding any shares of any other capital stock ranking on a parity as to dividends with this Series B, no dividends will be declared on this Series B or any other such parity stock in respect of any dividend payable during the same calendar quarter unless there shall be declared on all shares of this Series B and other such parity stock dividends payable in such calendar quarter, pro rata among all such shares in proportion to the respective accrued and unpaid dividends that would be payable in respect of such shares (according to the terms thereof) as of such date if all such sums were actually paid; *provided, however*, that if at any time there shall be outstanding any shares of other such parity stock paying dividends on a schedule different than this Series B ("Different Schedule Parity Stock"), (i) no dividends will be declared on shares of this Series B or any other such parity stock paying dividends on the same schedule as this Series B ("Same Schedule Parity Stock") unless all dividends then payable on shares of Different Schedule Parity Stock (according to the terms thereof) for the period (if any) from the first dividend payment date on which an arrearage occurred in payment of dividends on such Different Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series B and other series of Same Schedule Parity Stock shall have been paid in full, and (ii) no dividends will be declared on shares of Different Schedule Parity Stock unless all dividends then payable on

shares of this Series B and each other series of Same Schedule Parity Stock (according to the terms thereof) for the period from the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series B and other series of Same Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on each series of Different Schedule Parity Stock shall actually have been paid in full.

(iii) So long as any of the shares of this Series B shall be outstanding, in the event of any Liquidation of the Corporation, the holders of the then outstanding shares of this Series B will have preference per share against the property of the Corporation available for distribution to the holders of the Corporation's capital stock (other than capital stock to which this Series B is junior upon liquidation) equal to \$1,000 plus all dividends per share accrued and unpaid on this Series, whether or not declared, to the date of payment of such preference, and such preference will be paid on, or set apart in full for the holders of, shares of this Series B then outstanding before any distribution or payment will be made to the holders of shares of Common Stock or other capital stock of the Corporation which are junior to this Series B upon Liquidation, whether now or hereafter authorized. After payment of the full amount of such Liquidation distribution, the holders of this Series B shall not be entitled to any further participation in any distribution of assets of the Corporation.

(1) If, upon any Liquidation of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of this Series B and the holders of shares of all other stock of the Corporation ranking, upon Liquidation, on a parity with this Series B, shall be insufficient to pay in full the preferential amount set forth in paragraph (iii) above and liquidating payments on all such other stock ranking, upon Liquidation, on a parity with this Series B, then such assets or the proceeds thereof shall be distributed among the holders of this Series B and all such other stock ratably in accordance with the respective amounts which would be payable on such shares of this Series B and any such other stock if all amounts payable thereon were paid in full.

(2) Neither the consolidation nor merger of the Corporation with or into another corporation, nor the sale, conveyance or exchange of all or substantially all of the property and assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (iii).

(iv) The Corporation may, at its option, redeem the shares of this Series B as a whole or in part, at any time at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event that fewer than all the outstanding shares of this Series B are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined by lot or pro rata as may be determined by the Board of Directors in its sole discretion to be fair and equitable.

(2) In the event the Corporation shall redeem shares of this Series B, notice of such redemption (a "Notice of Redemption") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each Notice of Redemption shall state: (1) the redemption date; (2) the number of shares of this Series B to be redeemed; (3) the redemption price; and (4) the place or places where the shares are to be redeemed.

(3) Any shares of this Series B which shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(v) The holders of this Series B may, on or after December 6, 2010, demand that the Corporation redeem ("Put") the shares of this Series B, if not previously redeemed by the Corporation, as a whole or in part, at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event the holders of this Series B Put shares of this Series B to the Corporation, notice of such Put (a "Notice of Put") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the Put date, to the Corporation at the address of its registered office. Each Notice of Put shall state: (1) the Put date; (2) the number of shares of this Series B to be Put; and (3) the Put price.

(2) Any shares of this Series B which shall at any time have been Put shall, after such Put, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(vi) The holders of shares of this Series B will not, by virtue of their ownership thereof, be entitled to vote upon any matter.

(vii) For the purpose of this Amendment, any capital stock of the Corporation will be deemed to rank:

(1) prior to the shares of this Series B either as to dividends or upon Liquidation, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of this Series B;

(2) on a parity with shares of this Series B, either as to dividends or upon Liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or optional or mandatory redemption provisions, if any, be different from those of this series, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of this Series B; and

(3) junior to shares of this Series B, either as to dividends or upon Liquidation, if such class shall be common stock or if the holders of this Series B will be entitled to receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of such stock.

IN TESTIMONY WHEREOF, the undersigned Corporation has caused this Statement to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 6th day of December, 2007.

CAR SPA, INC.



By: Alexander Rangos
President and Chief Executive Officer

[SEAL]

Attest:



By:

Secretary

The date of each amendment(s) adoption: December 6, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

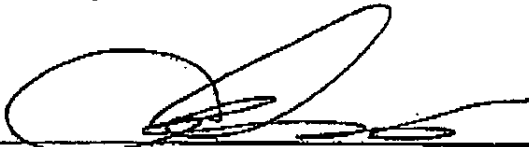
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alexander Rangos

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)

FILING FEE: \$35