

Crowe & McDuffie, Accountants
301 East Hickory Avenue
Gretna, Florida 32536-2737

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P99000011054
January 25, 1999

Honorable Katherine Harris
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

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-02/01/99--01127-020
122.50 **78.75

RE: Articles of Incorporation
Bright Ideas of Northwest Florida, Inc.

Dear Ms. Harris:

Enclosed are the original and one (1) copy of the Articles of Incorporation for **Bright Ideas of Northwest Florida, Inc.** A check in the amount of \$122.50 is also enclosed for the cost of filing.

Thank you for your courtesy and prompt attention to this matter.

Sincerely,

Michael S. McDuffie

Michael S. McDuffie

cc: Fred P. Bowman
Donald J. Shaud

MSM/bl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 9:55

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**ARTICLES OF INCORPORATION
OF
BRIGHT IDEAS OF NORTHWEST FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is **Bright Ideas of Northwest Florida, Inc.** and the principal place of business shall be at 217 South Main Street, Crestview, FL 32536.

**ARTICLE II
DURATION**

The corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

The purpose or purposes for which this corporation is organized is to engage in the business of vehicle cleaning and detailing; and related accessory sales; as permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1000) shares of common stock, and the par value of each share shall

be One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V

INITIAL CAPITAL

The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI

SHAREHOLDERS' RIGHTS

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

ARTICLE VII

PREEMPTIVE RIGHTS

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/she already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 301 East Hickory Avenue, Crestview FL 32536. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX

INITIAL REGISTERED AGENT

The initial registered agent of this corporation is Michael S. McDuffie, whose address is 301 East Hickory Avenue, Crestview FL 32536.

ARTICLE X
INITIAL DIRECTORS AND OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Donald J. Shaud	506 Forrest Court Crestview, FL 32539	President
Fred Phillip Bowman	6090 Old Bethel Road Crestview, FL 32536	Vice President
Michael S. McDuffie	301 East Hickory Avenue Crestview, FL 32536	Sec/ Treasurer

ARTICLE XI
INCORPORATION

The name and address of the incorporator signing these Articles of Incorporation is Michael S. McDuffie, 301 East Hickory Avenue, Crestview FL 32536.

ARTICLE XII
CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII
BY-LAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IV
SECTION 1244 STOCK

It is the intent of this charter that the capital stock of the corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue code of 1986, as amended.

ARTICLE V
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.



Michael S. McDuffie

301 East Hickory Avenue

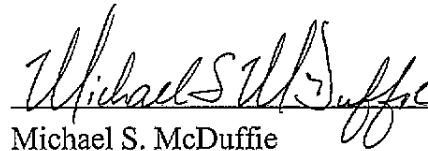
Crestview, FL 32536

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that **Bright Ideas of Northwest Florida, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 217 South Main Street, Crestview FL 32536, has named Michael S. McDuffie of 301 East Hickory Avenue, Crestview FL 32536, as its agent to accept service of process within Florida.

Dated this 25th day of January 1999.


Michael S. McDuffie

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, Michael S. McDuffie, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Michael S. McDuffie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 AM 9:35