

**SILVER & GARVETT, P.A.**

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1110 BRICKELL AVENUE  
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BRIAN S. FREEMAN

OF COUNSEL  
JACK M. COE

TEL: (305) 377-8802  
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July 1, 1999

**EFFECTIVE DATE**  
7-1-99

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: In & Out Car Care, Inc.

900002923679--2  
-07/06/99--01101--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madame:

Enclosed, please find an original and one copy of the Articles of Incorporation of In & Out Car Care, Inc. for filing. Also enclosed is the \$70.00 fee together with a self-addressed stamped envelope for return of stamped copy.

Should you require anything further, please advise.

Sincerely,

  
Fredric M. Garvett

FMG/sb

Enclosures

FILED  
99 JUL -6 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 13 1999

**EFFECTIVE DATE**  
7-1-99

**ARTICLES OF INCORPORATION**  
**OF**  
**IN & OUT CAR CARE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is In & Out Car Care, Inc.

**ARTICLE II**  
**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

**FILED**  
99 JUL - 6 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**BEGINNING OF CORPORATE EXISTENCE**

The date when the corporate existence of this corporation commences shall be July 1, 1999 time of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII**  
**ADDRESS**

The initial street address of the principal office of this corporation is:

601 Sanctuary Drive  
Key Largo, FL 33037

**ARTICLE VIII**  
**DIRECTORS**

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

**ARTICLE IX**  
**INITIAL DIRECTORS**

The name and address of the first director of the corporation is:

Lee Kessler  
601 Sanctuary Drive  
Key Largo, FL 33037

**ARTICLE X**  
**THE NAME AND ADDRESS OF THE SUBSCRIBER**  
**TO THESE ARTICLES OF INCORPORATION**

Fredric M. Garvett  
1110 Brickell Avenue  
Penthouse One  
Miami, FL 33131

**ARTICLE XI**  
**AMENDMENT**

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 stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

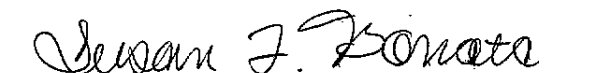


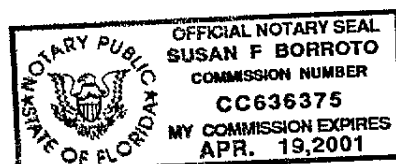
FREDRIC M. GARVETT

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Fredric M. Garvett to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State aforesaid, this 1st  
day of July, 1999.

  
Notary Public State of Florida at Large  
Seal



**CERTIFICATE OF RESIDENT AGENT  
OF  
IN & OUT CAR CARE, INC.**


**FILED**  
**99 JUL -6 PM 4:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That In & Out Car Care, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Fredric M. Garvett, whose address is 1110 Brickell Avenue, Penthouse One, Miami, Florida 33131 as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
FREDRIC M. GARVETT,  
Registered Agent