

P99000068540

SAM A. MACKIE, P. A.
Attorney & Counselor at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 25 PM 2:22

20 December 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended Articles
Change of Registered Agent
Change of Registered Office
Details-N-Motion Inc.

100003528901--5
-12/22/00--01050--022
*****78.75 *****43.75

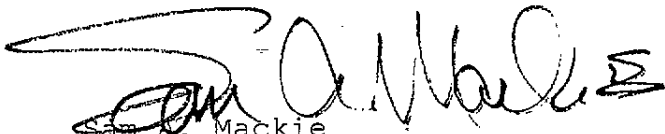
Dear Sir or Madam:

Enclosed please find the Amended Articles of Incorporation and the Change of Registered Agent for the above-named Florida corporation, and our office check #2857 in the amount of seventy-eight and 75/100 dollars (\$78.75), which includes the cost of the filing fees and one (1) certified copy of the Amended Articles of Incorporation.

I would appreciate the Amended Articles of Incorporation and Change of Registered Agent papers being processed as soon as possible.

In the intervening days, please feel free to telephone me if you have any questions or comments.

Sincerely,


Sam A. Mackie
Attorney at Law

SAM:r2

Enclosures

c: File

Amend.
JB

V. SHEPARD JAN 26 2001

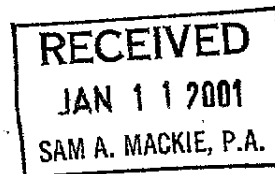


FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 9, 2001

SAM A. MACKIE, P.A.
550 N. BUMBY AVE., STE. 220
ORLANDO, FL 32803-4927



SUBJECT: DETAILS-N-MOTION INC.
Ref. Number: P99000068540

We have received your document for DETAILS-N-MOTION INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 301A00001093

Rec'd 1/25



SAM A. MACKIE, P. A.
Attorney & Counselor at Law

23 January 2001

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Details-N-Motion Inc.
Ref. #P99000068540

Dear Ms. Shepard:

Enclosed please find the following documents that should satisfy all questions related to this corporate filing:

1. A copy of your 9 January 2001 correspondence; and
2. Articles of Amendment to Articles of Incorporation.

I understand that our check for seventy-eight and 75/100 dollars (\$78.75) is being maintained in your office as payment for all of the associated filing costs and document copies for this procedure.

If you have any questions, please feel free to telephone me.

Sincerely,

Sam A. Mackie
Attorney at Law

Enclosures

SAM:jfh

c: Details-N-Motion Inc.
File

SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 25 PM 2:22

Articles of Amendment to Articles of Incorporation
of Details-N-Motion Inc.

Pursuant to the provisions of Section 607.1006, Fla. Stat., this Florida for-profit corporation adopts the following articles of amendment to its Articles of Incorporation:

No amendment provides for the exchange, reclassification, or cancellation of issued shares:

The date of the adopted amendments is 23 January 2001:

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval:

Amendments: the following articles are amended, added, or deleted:

I. The name of the Corporation is Details-N-Motion Inc.

II. The principal office of the Corporation in the State of Florida is located at 10728 Spring Brook Lane, Orlando, FL 32825 in Orange County, Florida. Its registered agent at 2881 Old Castle Drive Winter Park, FL 32792 is Gene E.B. Hess, C.P.A., P.A.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to Providing automotive detailing services to its patrons and customers throughout the Central Florida area; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have

and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that they or it may deem advisable in connection with such issuance.

C. The Shareholders or the Board of Directors may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. Pursuant to this Section, the Shareholders or the Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The names and mailing address of the incorporators is: Bizcorp International Inc., 4400 PGA Blvd. #700, Palm Beach Gardens, FL 33410. The Shareholders or the Board may elect or appoint a President (presently denominated as Wesley Phelps), one or more Vice Presidents (presently denominated as Wesley Phelps), a Secretary (presently denominated as Julie Meer-Phelps), a Treasurer (presently denominated as Julie Meer-Phelps), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities shall be undertaken by the Board of Directors (but who may allocate or transfer such powers

and activities to the Officers hereafter), who will be nominated and approved by the Shareholders at the annual meeting. The names and addresses of the initial Directors are:

Name:
Wesley Phelps

Address:
10278 Spring Brook Lane
Orlando, FL 32825

Julie Meer Phelps

10278 Spring Brook Lane
Orlando, FL 32825

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Directors shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Directors.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Corporation may adopt By-Laws from time to time, and to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of Shareholders or Directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Amended Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of Shareholders or Directors who, if voting, could have authorized such action consent at any time to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each year, or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held as noted in the By-laws.

XVII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors shall be elected at the annual meeting of the Shareholders, and shall hold office until the next annual meeting.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate Shareholders, Officers, or Directors have full authority to exercise all corporate powers contemplated in these Amended Articles, or as otherwise may be provided by Florida law or statute.

XXIII. The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 23th day of January 2001.

Details-N-Motion Inc.

By: Wesley Don Phelps
Wesley Don Phelps: President