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November 4, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500003044255--7
-11/15/99-01106-017
122.50 **78.75

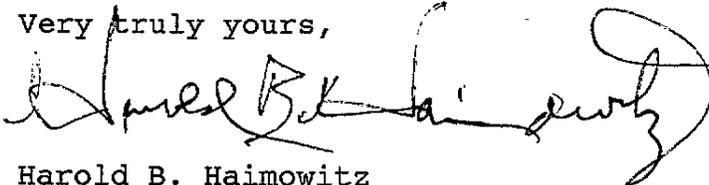
RE: **Parks Automotive Services, Inc.**

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of Articles of Incorporation for PARKS AUTOMOTIVE SERVICES, INC., along with KEN PARKS' check in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

Enclosure

FILED
1999 NOV 15 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 NOV 15 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARKS AUTOMOTIVE SERVICES, INC.**

The undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be *PARKS AUTOMOTIVE SERVICES, INC.*, and its principal office shall be located at *1300 Old Dixie Highway, #104 Lake Park, FL 33432.*

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the retail sales of cosmetic products.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

*Ken Parks
1300 Old Dixie Hwy., #104
Lake Park, FL 33403*

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (2) Directors initially.

**ARTICLE VII
INITIAL DIRECTORS**

The names and address of the initial Directors of this Corporation are:

Ken Parks and Gina Parks whose address is:

*1300 Old Dixie Highway, #104
Lake Park, FL 33403*

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successor are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The names of the persons signing these Articles of Incorporation as the Incorporators are *Ken Parks and Gina Parks, and their address is 1300 Old Dixie Highway, #104, Lake Park, FL 33403.*

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9),

no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

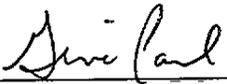
**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on November 4, 1999.



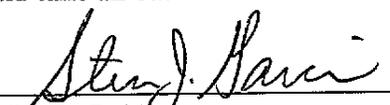
Ken Parks, Incorporator



Gina Parks, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on September 7, 1999 by *Ken Parks and Gina Parks*, as Incorporators. *Ken Parks and Gina Parks* are personally known to me or have produced their driver's licenses as identification and did take an oath.



Notary Public
My commission expires:



Steven J. Garcia
MY COMMISSION # CC516518 EXPIRES
December 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

1999 NOV 15 PM 12: 27

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Parks Automotive Services, Inc., a Corporation existing under the laws of the State of Florida with its principal office at *1300 Old Dixie Highway, #104, Lake Park, FL 33403*, has named *Ken Parks*, whose address is *1300 Old Dixie Highway, #104, Lake Park, FL 33403*, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



Ken Parks