

H95000060749

08/04/1995
7 PM

FLORIDA DIVISION OF CORPORATIONS

((H95000008607))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 SW 67 AVE
MIAMI FL 33144-0000
CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7888
FAX: (305) 264-9865

((H95000008607))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CLARA & SONS CLEANERS, INC.
FAX AUDIT NUMBER: H95000008607
DATE REQUESTED: 08/04/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:27:46
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

072234002267

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000008607))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:



Handwritten notes and scribbles

FILED
95 AUG - 7 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00:8 HV 7-00V96
GENEALD



FLORIDA DEPARTMENT OF STATE
Sandra H. Morthum
Secretary of State

August 7, 1995

PEREZ & ASSOC.

MIAMI, FL

SUBJECT: CLARA & SONS CLEANERS, INC.
REF: W95000015820

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAX 2ND PAGE OF ARTICLES.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008607
Letter Number: 995A00036843

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

RECEIVED

95 AUG -7 PM 3:38

RECEIVED

FAX AUDIT #H95000008607

ARTICLES OF INCORPORATION
OF
CLARA & SONS CLEANERS, INC.

FILED
95 AUG -7 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopts the following Articles of Incorporation and does hereby certify that:

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation formed hereunder shall be: CLARA & SONS CLEANERS, INC. and the principal place of business is located at 13379 SW 42nd. St., Miami, Florida 33175.

ARTICLE II - NATURE OF BUSINESS

The purpose of the corporation created hereunder shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

Prepared By:
Perez & Associates
1019 SW 67th Avenue
Miami, FL 33144
Fx: (305) 264-9865

FAX AUDIT #H95000008607

FAX AUDIT #H95000008607

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Clara I. Gonzalez
President/Secretary/Treasurer
4587 SW 128th. Ct.
Miami, Florida 33175

The member of this first Board of Directors shall hold office for the first year of existence of this Corporation, or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VI - INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

Clara I. Gonzalez
President/Secretary/Treasurer
4587 SW 128th. Ct.
Miami, Florida 33175

ARTICLE VII - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholder's approval.

FAX AUDIT #H95000008607

FAX AUDIT #H95000008607

ARTICLE IX - REGISTERED AGENT

The Registered Agent of this Corporation and registered office in the State of Florida shall be:
Clara I. Gonzalez
% Perez & Associates
1019 SW 67th Avenue
Miami, Florida 33144

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Corporation shall have the following powers:

- (a) *To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*
- (b) *At its option, to purchase and acquire any or all of its stock owned and held by any Shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of the corporation is not impaired.*
- (c) *At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.*
- (d) *To enter into for the benefit of its employees, one or more of the following:*
 - (i) *A Pension Plan;*
 - (ii) *A Profit-Sharing Plan;*
 - (iii) *A Restricted Stock Option Plan;*
 - (iv) *A Medical Reimbursement Plan;*
 - (v) *Other Retirement or Incentive Compensation Plan.*
- (e) *To elect to issue Sec. 1244 stock.*

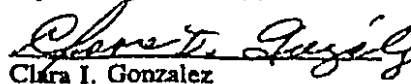
FAX AUDIT #H95000008607

FAX AUDIT #H95000008607

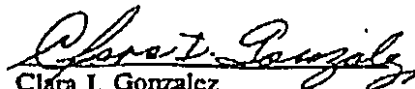
ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Clara I. Gonzalez, the undersigned, named as Registered Agent in the Articles of Incorporation of CLARA & SONS CLEANERS, INC., do hereby accept the designation as Registered Agent and agree to comply with all the duties and which are required under Florida Law for serving in the position of Registered Agent of said Corporation.

DATED at Miami, Dade County, Florida this 4th day of August of 1995


Clara I. Gonzalez

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set her hand and seal this 4th day of August of 1995; for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file the Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of her knowledge, information and belief.


Clara I. Gonzalez
President/Secretary/Treasurer

FAX AUDIT #H95000008607

FAX AUDIT #H95000008607

ACKNOWLEDGEMENT OF SIGNATURES

STATE OF FLORIDA }
COUNTY OF DADE } SS.

BEFORE ME, a Notary Public duly authorized to make acknowledgments personally appeared *Clara I. Gonzalez*, who after being by me duly sworn, deposes and says that she is the person described as Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that she executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 4th day of August of 1995.

My commission expires:
01 May 1998
CC# 358223

[Handwritten Signature]
Arnaldo Alfonso, Sr.
Notary Public
State of Florida at large



FILED
95 AUG - 7 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA