

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001541



ACCOUNT NO. : 072100000032

REFERENCE : 707223 81686A

AUTHORIZATION :

COST LIMIT : 9

Patricia T.
140.00

FILED STATE
SECRETARY OF CORPORATIONS
95 OCT 12 PM 4:17

ORDER DATE : October 12, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 707223

400001608994

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq
KEITH MACK LEWIS COHEN &
LUMPKIN, P.A.
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: CLEAN-MASTER LTD.

ARTICLES OF INCORPORATION

☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

10/12/95
AL

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CLEAN-MASTER LTD.
A Florida Limited Partnership**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 11:11 AM '95

The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Clean-Master Ltd.
2. The address of the office of the Partnership is:

7134 Abbott Avenue
Miami Beach, FL 33141
3. The name of the Registered Agent for service of process on the Partnership is:

Jose Salazar
4. The address of the Registered Agent for service of process on the Partnership is:

7134 Abbott Avenue
Miami Beach, FL 33141
5. The name and address of the general partner are as follows:

Clean-Master Inc.
7134 Abbott Avenue
Miami Beach, FL 33141 895000078536
6. The mailing address of the Partnership is:

7134 Abbott Avenue
Miami Beach, FL 33141
7. The latest date upon which the Partnership shall dissolve is December 31, 2025.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Clean-Master Inc., the General Partner of Clean-Master Ltd. this 7th day of October, 1995.

Witnesses:

Mercedes Padua
Christy Canfield

Clean-Master Inc.,
a Florida corporation

By: [Signature] (SEAL)
Jose Salazar, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Clean-Master Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

By: [Signature]
JOSE SALAZAR
Date: 10/7/, 1995

10/07/95\MP\SALAZAR\CL-MAST.LP1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 12 PM 4:18

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 PM 4:18

BEFORE ME, the undersigned, personally appeared Jose Salazar, who, after being duly sworn, certified as follows:

1. He is the President of CLEAN-MASTER INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of CLEAN-MASTER LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$100.00;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

CLEAN-MASTER INC.,
a Florida corporation

Date: 10 - 7, 1995

By: [Signature] (SEAL)
Jose Salazar, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of October, 1995, by Jose Salazar as President of CLEAN-MASTER INC., a Florida corporation (which corporation is known by me to be the sole General Partner of CLEAN-MASTER LTD., a Florida limited partnership), on behalf of the corporation. He is (check one) ☒ personally known to me or ☐ has produced a _____ as identification.

[Signature]
(Signature of Person Taking Acknowledgment)

OFFICIAL NOTARY SEAL
ENCARNACION ABASCAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC257201
MY COMMISSION EXP. FEB. 3, 1997

(Name of Acknowledger Typed, Printed or Stamped)

(Title or Rank)

(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires:

10/07/95\MP\SALAZAR\LP-AFF.1

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

CLEAN MASTER LTD.

1a. DOCUMENT #

A 45000001541

Mailing Address

Principal Office Address

7134 Abbott Ave
Miami Beach FL
33141

→ SAME

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA

10/12/95

3a. Date of Last Report

N/A

4. State or Country of Formation

DADE/FL

5a. Capital Contributions as Shown
on Record:

\$100.00

5b. Amount of Capital Contributions in
FLORIDA to date:

\$100.00

6. FEI Number

☒ Applied For

☐ Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50

2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

KEY CORPORATE SUCS, INC.
200 S. B13

33130

10. If changed, new Registered Agent/Office

Name JOSE SALAZAR

Street Address, P.O. Box Number (if applicable)

7134 Abbott Ave

Suite, Apt. #, etc.

Miami Beach

FL 33141

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent/accepting appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

CLEAN MASTER INC

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

7134 Abbott Ave

11b. City, State & Zip Code

Miami Beach, FL
33141

11c. Registration/
Document Number

A5000078536

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to make this report as required by chapter 620, Florida Statutes.

SIGNATURE

DATE

12-28-95

Typed or Printed Name of General Partner Signing Form

JOSE SALAZAR, PRES

Telephone Number 305-866-3131

CR2E003 (6/95)



THE UNITED STATES
CORPORATION
COMPANY

A95000001541

Patricia Pignatelli

ACCOUNT NO. : 072100000032

REFERENCE : 406623 81686A

Patricia

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 227.50

97 JUN 11 PM 3:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : May 28, 1997

ORDER TIME : 10:48 AM

A95000001541

ORDER NO. : 406623-015

CUSTOMER NO: 81686A

000002200250--5

CUSTOMER: Ann Abascal, Legal Assistant
Keith Mack Lewis Cohen &
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

GP9700000388--4

ARTICLES OF MERGER

4305 NW 97TH STREET, LTD.
4315 NW 97TH, LTD.
8012 NORTHWEST 154TH STREET, L

INTO

CLEAN-MASTER, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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CONTACT PERSON: Susana Romagosa
EXAMINER'S

RECEIVED
97 JUN -3 PM 1:34
DIVISION OF CORPORATIONS

| | |
|-------------------|--------------|
| Name | GP9700000388 |
| Availability | 6-7 |
| Document Examiner | OR |
| Updater | OR |
| Updater Verifier | OR |
| Acknowledger | OR |
| W. P. V. | OR |

**STATEMENT OF MERGER
of
CLEAN-MASTER, LTD.,
a Florida limited partnership**

PURSUANT TO Florida Statute 620.8907, Clean-Master, Ltd. files the following statement to evidence a merger:

1. The following Florida limited partnerships:

4305 Northwest 97th Street, Ltd.;
4315 Northwest 97th, Ltd.;
8012 Northwest 154th Street, Ltd.;
5915 West 25th Court, Ltd.;
Clean-Master of Miami Gardens, Ltd.;
Clean-Master of Cypress Creek, Ltd.; and

Clean-Master Partners, a Florida general partnership,

have merged into Clean-Master, Ltd., a Florida limited partnership, which is the surviving entity.

2. The name of each entity that is a party to the merger, as identified in the records of the Department of State, is as set forth in Paragraph 1 above. The surviving entity, Clean-Master, Ltd., has a street address of 4305 Northwest 97th Street, Miami, Florida, which is its chief executive office in this State. Clean-Master, Ltd. is a Florida limited partnership.

3. The General Partners of the merging limited partnerships, each of which was formerly a separate Florida corporation, have, simultaneously with this merger, also has been merged into a single corporate entity known as Clean-Master, Inc., which is the surviving corporate entity and is the General Partner of the surviving limited partnership.

4. The latest date upon which the limited partnership is to dissolve will be December 31, 2030.

5. The name of the registered agent for the service of process on the partnership is Jose Salazar.

6. The address of the registered agent for service of process will be 4305 Northwest 97th Street, Miami, Florida.

7. The total amount of capital which the general partnership and limited partners must contribute will be the sum total of the capital contributions as set forth in the Certificates heretofore filed in connection with the organization of the merging general and limited partnerships and the surviving limited partnership.

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IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 10th day of June, 1997.

CLEAN-MASTER, LTD., a Florida limited partnership

By: CLEAN-MASTER, INC., a Florida corporation, its General Partner

By: [Signature]
Jose Salazar, President

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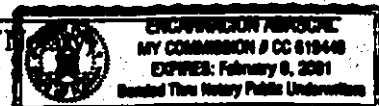
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was sworn to and acknowledged before me this 10th day of June, 1997, by JOSE SALAZAR, as President of Clean-Master, Inc., a Florida corporation, the General Partner of Clean-Master, Ltd., a Florida limited partnership, on behalf of the partnership. He is (check one) ☒ personally known to me or ☐ has produced _____ as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:

(printed name of)



S:\8\97\AEL\SALAZAR\CLEANMAS\MERGER\STATEMEN.MRG

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**PLAN OF MERGER
FOR LIMITED PARTNERSHIPS**

THIS PLAN OF MERGER is made as of this 10th day of June, 1997, by and among **CLEAN-MASTER PARTNERS**, a Florida general partnership ("Partner"), and **4305 NORTHWEST 97TH STREET LTD.**, **4315 NORTHWEST 97TH LTD.**, **8012 NW 154TH STREET LTD.**, **5915 WEST 25TH COURT LTD.**, **CLEAN-MASTER OF MIAMI GARDENS, LTD.** and **CLEAN-MASTER OF CYPRESS CREEK, LTD.**, all Florida limited partnerships ("the "Merging Limited Partnerships"), and **CLEAN-MASTER, LTD.**, a Florida limited partnership ("Clean-Master").

WITNESSETH:

WHEREAS, Clean-Master, Partner and the Merging Limited Partnerships propose to merge the general and limited partnerships with the understanding and intent that Clean-Master shall be the surviving limited partnership; and

WHEREAS, the parties wish, hereby, to set forth the terms and conditions of the proposed merger, the manner and basis of converting the interests of each of the partners, general partners and limited partners of the Merging Limited Partnerships into interests of Clean-Master and other provisions with respect to the proposed merger, as are hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged by each of the parties hereto, it is agreed as follows:

1. **Plan of Merger.** This Plan of Merger is intended to constitute a plan of merger pursuant to Florida Statutes Section 620.8905 with the purpose and intent that all of the parties hereto shall be merged into Clean-Master, and that Clean-Master shall be the surviving limited partnership following the merger.

2. **Terms of Merger.** The terms and conditions of the proposed merger shall be as follows:

A. Effective Date. The "Effective Date" of this Plan of Merger shall be January 1, 1997.

B. Conversion of Interests.

(i) The general partnership, Clean-Master Partners, is owned:

50% in 4305 Northwest 97th Street, Ltd.; and

50% in Clean-Master, Ltd.

- (ii) All limited partnership interests are owned:

Jose Salazar - 60%; and

Venture Opportunities Corp., in its capacity as agent for that certain group of investors holding interests in liens encumbering assets of Clean-Master, Ltd. - 40%.

- (iii) After the merger, all limited partnership interests in Clean-Master, the surviving Florida limited partnership, will be owned:

Jose Salazar - 70%; and

Venture Opportunities Corp., in its capacity as agent for that certain group of investors holding interests in liens encumbering assets of Clean-Master, Ltd. - 30%.

Each existing limited partnership now has a separate corporate general partner. All general partners are being merged simultaneously with this merger so that the surviving general partner will be Clean-Master, Inc., a Florida corporation. The general partner will own one percent (1%) of Clean-Master, Ltd., the surviving limited partnership. The merger will be deemed to be in effect as of January 1, 1997. The street address of the chief executive officer will be 4305 Northwest 97th Street, Miami, Florida.

The Plan of Merger will be submitted to all existing limited and general partners for approval. Prompt notice of this merger and a copy of this section shall be given to each partner.

3. **Approval by General and Limited Partners.** Promptly upon execution of this Plan of Merger by each of the parties, a resolution containing this Plan of Merger shall be submitted to each partnership and limited partnership for approval and such resolution must be adopted by each party affected hereby by written action in lieu of a formal meeting. Provided all companies approve this Plan of Merger, a Statement of Merger will be filed by all partnerships.

4. **Approval by Partners.** This Plan of Merger shall be considered adopted when approved by the Partners of the Merging Limited Partnerships and the general partnership, which approval may be indicated by written action in lieu of a formal meeting.

5. **Articles of Merger.** Upon receiving the approvals required by Sections 3 and 4 above, each party shall cause to be prepared Articles of Merger that contain:

- A. A copy or short description of this Plan of Merger; and

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B. A statement that this Plan of Merger has been approved by each general and limited partnership pursuant to the applicable statutes of the State of Florida. The Articles of Merger shall be signed on behalf of each of the general and limited partnerships and shall be promptly filed with the office of the Florida Secretary of State.

6. **Effect of the Merger.** Upon the Effective Date of this Merger, by virtue of the Merger, the following shall occur:

A. The constituent partnerships shall become merged into Clean-Master as a sole surviving limited partnership;

B. The separate existence of all partnerships shall cease;

C. Clean-Master shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature, of each of the constituent partnerships. All property, real, personal and mixed, tangible or intangible, including all trademarks registered to any Merging Limited Partnership or general partnership and all debts due on any account, and together with all choses in action, and every other interest of or belonging to or due to each of the constituent partnerships and limited partnerships shall vest in Clean-Master without any further act or deed; and

D. Clean-Master shall be responsible and liable for all of the liabilities and obligations of each of the constituent limited partnerships and the general partnership.

7. **Clean-Master's Agreement.** Clean-Master agrees that it may be served with process in any proceeding for the enforcement of any obligation of any partnership and Merging Limited Partnership and in any proceeding for the enforcement of the rights of a dissenting partner of any Merging Limited Partnership or general partnership against Clean-Master.

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IN WITNESS WHEREOF, the General Partner of Clean-Master, and the existing General Partners of the Merging Limited Partnerships and the Partner of the partnership, have executed this Plan of Merger as of May 27, 1997.



4305 NORTHWEST 97TH STREET, LTD.

CLEAN-MASTER, LTD.

By: 4305 NORTHWEST 97TH
STREET CORP.

By: CLEAN-MASTER, INC.

By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary



By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary



4315 NORTHWEST 97TH, LTD.

8012 NW 154TH STREET, LTD.

By: 4315 NORTHWEST 97TH CORP.

By: 8012 NW 154TH STREET CORP.

By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary

By: 
Jose Salazar, President
By: 
Jose Salazar, Secretary

(SIGNATURES CONTINUE ON FOLLOWING PAGE)

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5915 WEST 25TH COURT, LTD.

By: 5915 WEST 25TH COURT CORP.

By: 
Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER OF CYPRESS CREEK, LTD.


By: CLEAN-MASTER OF CYPRESS CREEK, INC.

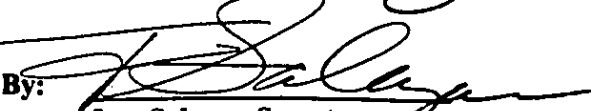
By: 
Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER OF MIAMI GARDENS, LTD.

By: CLEAN-MASTER OF MIAMI GARDENS, INC.

By: 
Jose Salazar, President

By: 
Jose Salazar, Secretary

CLEAN-MASTER PARTNERS

By: 4305 NORTHWEST 97TH STREET, LTD.

By: 4305 NORTHWEST 97TH STREET CORP.

By: 
Jose Salazar, President

By: CLEAN-MASTER, LTD.

By: CLEAN-MASTER, INC.

By: 
Jose Salazar, President

4/30/97\NEL\SALAZAR\CLEANMAS\MERGER\PLN\LTDPT.MGR

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
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