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Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

600002895196--4
-06/04/99--01057--017
*****17.50 *****17.50

600002895196--4
-06/04/99--01057--016
*****70.00 *****70.00

Superior Fabric Care II, Inc.

99 JUN -4 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
4/6/4

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|--|---|--|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANK YOU! Mandi Kent

6/4

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Superior Fabric Care II, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert L. Griffin
(Name of Person)

Superior Fabric Care II, Inc.
(Firm/Company)

417 Pecan Point Drive
(Address)

Kerens, Texas, 75144
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kirk H. Sharpe at (214) 855-4170
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Superior Fabric Care II, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas
(State or country under the law of which it is incorporated)
3. PENDING
(FEI number, if applicable)
4. June 1st, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 417 Pecan Point Drive
Kerens, Texas, 75144
(Current mailing address)
8. Engaging in any lawful act, activity and/or business for which corporations may be organized under the laws of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Vivianne Jones
Special Assistant Secretary


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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STATE SECRETARY

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert L. Griffin

Address: 417 Pecan Point Drive

Kerens, Texas 75144

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Joseph Wheeler

Address: 417 Pecan Point Drive

Kerens, Texas 75144

Vice President: N/A

Address: _____

Secretary: Joseph Wheeler

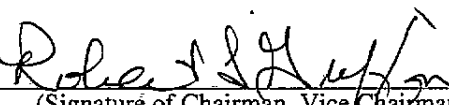
Address: 417 Pecan Point Drive

Kerens, Texas 75144

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert L. Griffin, Chairman

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SUPERIOR FABRIC CARE II, INC.
File No. 1537036

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 2, 1999.*



Elton Bomer
Secretary of State

BAM