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**Also Admitted in California*

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March 27, 2001

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

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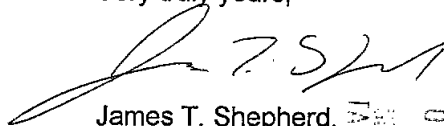
RE: Registration of Limited Liability Company

To Whom It May Concern:

Enclosed are the Articles of Organization for Classic Laundry, L.L.C. Said Articles include a designation of a Registered Agent. Please file the enclosed Articles of Organization and return, to our office at the above address, a Certificate of Status. Enclosed is a check for \$130.00 to cover the appropriate fees.

Thank you for your assistance in this matter.

Very truly yours,



James T. Shepherd,

JTS/tlw

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01 MAR 30 AM 8:34
DEPT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
CLASSIC LAUNDRY, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members"), acting as the organizers of Classic Laundry, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE 1
NAME**

The name of the limited liability company is Classic Laundry, L.L.C. (the "Company").

**ARTICLE 2
PURPOSE AND POWERS**

- A. **Purpose.** The Company is organized to own and operate a business known as Classic Laundry and Dry Cleaners, located in Winter Park, Florida.
- B. **Powers.** The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

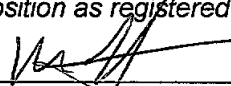
**ARTICLE 3
PRINCIPAL PLACE OF BUSINESS, REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE:**

- A. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is:
- 2165 North Park Avenue
Winter Park, Florida 32789
- B. **Registered Agent and Office.** The name and the Florida street address of the registered agent are:

**Michael J. Maloney, Esquire
MICHAEL J. MALONEY, P.A., Registered Agent
1515 E. Livingston Street, Suite B
Orlando, Florida 32803**

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01 MAR 30 AM 0:34
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.


Michael J. Maloney, Esquire for
MICHAEL J. MALONEY, P.A.,
Registered Agent

ARTICLE 4
MEMBER VOTING

All Members of the Company shall be entitled to vote on matters relating to the Company. Each Member shall have the following number of votes:

Name of Member	Votes	Percentage
1. Fritz L. Goode	49	49%
2. Glenn R. Brown	51	51%
Total Votes	<u>100</u>	<u>100%</u>

For purposes of voting on matters relating to the Company, including any rules, laws, or agreements related to the operation and governance of the Company, "majority-in-interest of the members", as used in Chapter 608, Fla.Stat., means Members owning or holding more than 50 percent of the total votes assigned.

ARTICLE 5
ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE 6
MANAGEMENT OF THE COMPANY

The Company shall be managed by one, or more, Managers elected by the Members. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in any Operating Agreement adopted by the Company.

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01 MAR 30 AM 8:34
TALLAHASSEE, FLORIDA

ARTICLE 7
PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with Section 608.409, Fla. Stat., and shall be perpetual in duration, unless dissolved in accordance with the terms of the Operating Agreement of the Company. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

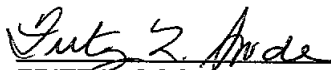
ARTICLE 8
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE 9
ADOPTION OF OPERATING AGREEMENT

The Company may adopt an Operating Agreement, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 27th day of March, 2001.


FRITZ L. GOODE


GLENN R. BROWN

FILED
01 MAR 30 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of

March, 2001, by Fritz L. Gault, who is personally known to

me or who has produced _____ as

identification.

Tacey Lee Williams
NOTARY PUBLIC

My Commission Expires:



Tacey Lee Williams
My Commission CC998009
Expires January 31 2005

FILED
01 MAR 30 AM 8:34
CLERK OF COUNTY
FALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of

March, 2001, by Glenn R. Brown, who is personally known to

me or who has produced _____ as

identification.

Tacey Lee Williams
NOTARY PUBLIC

My Commission Expires:



Tacey Lee Williams
My Commission CC998009
Expires January 31 2005