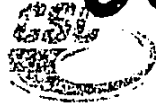




THE UNITED STATES
CORPORATION
COMPANY

L97000001008



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 527503 85036A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 337.50

ORDER DATE : September 12, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 527503-005

200002291762--7

CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq
FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: SUNCOAST CLEANERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

27

9/12/97

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RECEIVED
97 SEP 12 PM 11:32

ARTICLES OF ORGANIZATION
OF
SUNCOAST CLEANERS, L.C.

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I.
NAME OF COMPANY

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

ARTICLE II.
PERIOD OF DURATION

The Company's period of duration shall commence on September 15, 1997, and shall terminate on December 31, 2020.

ARTICLE III.
REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 15641 Gulf Boulevard, North Redington Beach, Florida 33708. The name and address of the Company's initial registered agent in the State of Florida is as follows: Elke B. Diefenbach, 416 N. Harbor Drive, Indian Rocks Beach, Florida 34635

ARTICLE IV.
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as Members and membership interests may be created and issued to these persons upon the approval of holders of at least fifty-one percent (51%) of the remaining Members entitled to vote. The Members entitled to vote are as specified with the Company's Operating Agreement and Regulations.

ARTICLE V.
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- A. The expiration of the term of the Company;
- B. The written consent of fifty-one percent (51%) of the Members entitled to vote as specified within the Company's Operating Agreement and Regulations.
- C. The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which

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terminates the membership of a Member in the Company, unless within ninety (90) days after such event all of the remaining Members agree in writing to continue the business of the Company.

**ARTICLE VI.
MANAGEMENT**

The Company will be managed by one (1) Manager in accordance with the Company's Operating Agreement and Regulations. The name and business address of the sole initial Manager who shall serve until the first annual meeting of Members or until its successor(s) is elected and qualified is:

NAME

ADDRESS

Manfried Diefenbach

416 N. Harbor Drive
Indian Rocks Beach, FL 34635

**ARTICLE VII.
PURPOSE**


The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following Member has executed these Articles of Organization on this 11th day of September, 1997.


ELKE B. DIEFENBACH, Member

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11 day of September, 1997, by ELKE B. DIEFENBACH. She is personally known to me.


Notary Public
State of Florida
My Commission Expires:

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SEP 15 1997
PM 1:30

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member, or authorized representative of a Member of SUNCOAST CLEANERS, L.C., a Florida limited liability company, deposes and says:


1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the Member(s) is: One Thousand and no/100 Dollars (\$1,000.00).
3. If any, the agreed value of property, other than cash, contributed by Member(s) is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by Member(s) is: One Thousand and no/100 Dollars (\$1,000.00). The total from 2 and 3 above is: One Thousand and no/100 Dollars (\$1,000.00).

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


ELKE B. DIEFENBACH

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11 day of September, 1997, by ELKE B. DIEFENBACH. She is personally known to me.


Notary Public
State of Florida
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
ROBERT A. FORLIZZO
COMMISSION # CC598738
EXPIRES 1-24-2001
BONDED THRU ASA 1-888-NOTARY1

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SUNCOAST CLEANERS, L.C.
2. The name and address of the Registered Agent and Office is:

Elke B. Diefenbach
416 N. Harbor Drive
Indian Rocks Beach, FL 34635

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.



ELKE B. DIEFENBACH

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