

P000000 22258

February 24, 2000

Holland & Knight LLP
Attn: Josias N. Dewey
701 Brickell Ave., Suite 3000
Miami FL 33131

Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Dear Filing Officer:


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Enclosed are the following:

1. Articles of Incorporation for SEI Holdings, Inc.
2. Articles of Incorporation for Cleaners CJM, Inc.
3. Check in the amount of \$140.00 for filing fees.

Please file the enclosed articles of incorporation.

Very truly yours,


Josias N. Dewey

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ARTICLES OF INCORPORATION

OF
SEI HOLDINGS, INC.

The undersigned, acting as incorporator of SEI Holdings, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SEI Holdings, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 8000 West Drive, Unit No. 126, North Bay Village, Florida 33141.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8000 West Drive, Unit No. 126, North Bay Village, Florida 33141 and the name of the corporation's initial registered agent at that address is Josias N. Dewey.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Josias N. Dewey, 8000 West Drive, Unit No. 126, North Bay Village, Florida 33141.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as

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incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

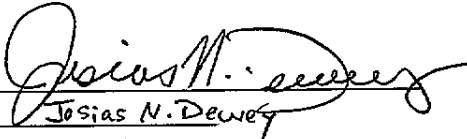
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22nd day of February, 2000.



Josias N. Dewey
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

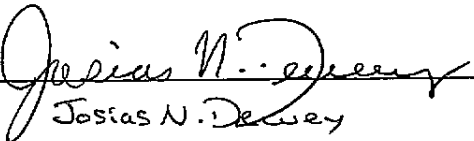
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SEI Holdings, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8000 West Drive, Unit No. 126, North Bay Village, Florida 33141 has named Josias N. Dewey as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 22nd day of February, 2000.

By: 
Josias N. Dewey

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