

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
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REPLY TO:
2500 MONUMENT ROAD, SUITE 201

PO00000024077
January 2, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/01/00--01079-015
*****78.75 *****78.75

Re: Quality Cleaners Corp.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for Quality Cleaners Corp. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing and certification.

If you have any questions please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne/cys
Lee S. Osborne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR - 1 PM 4:46

LSO/cys

Enclosures

gs
3/8/00

ARTICLES OF INCORPORATION

OF

QUALITY CLEANERS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is Quality Cleaners Corp. The principal office and mailing address of this corporation is 2082 Corona Court, Jacksonville, Florida 32224.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred shares of capital stock, of which five hundred (500) shares of capital stock shall be issued to Gaby Zouein, each share having a par value of \$1.00

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4765 Hodges Boulevard, Jacksonville, Florida 32224, and the name of the initial registered agent of the corporation at that address is Gaby Zouein.

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Gaby Zouein	2082 Corona Court Jacksonville Florida 32224

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Gaby Zouein, 2082 Corona Court, Jacksonville, Florida 32224.

ARTICLE VIII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the

corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of Feb, 2000.

Gaby
Gaby Zoueiri
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Feb The foregoing instrument was acknowledged before me this 24th day of Feb, 2000 by Gaby Zoueiri.

Lee S. Osborne
Notary Public, State of Florida


Print Name: Lee S. Osborne
My Commission Expires: July 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known ✓ or produced _____ as identification.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Quality Cleaners Corp. desiring to organize under the laws of the State of Florida as a corporation has named Gaby Zouein, who maintains an office at 4765 Hodges Boulevard, Jacksonville, Florida 32224 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

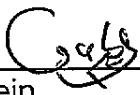
DATED this 24th day of Feb, 2000.

By: 
Gaby Zouein, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 24th day of Feb, 2000.


Gaby Zouein

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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