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Dudley P. Hardy, P.A.
Attorney at Law

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November 1, 2000

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

FILED
00 NOV - 6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: STARLING CARPET CLEANING, INC.

Gentlemen:

400003453994--6
-11/06/00--01138--004
****122.50 *****78.75

Enclosed you will find the following documents:

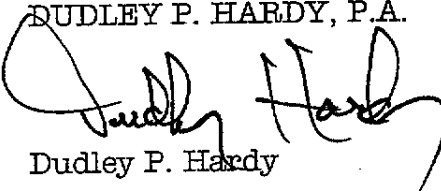
1. Original and copy of Articles Of Incorporation of STARLING CARPET CLEANING, INC., for filing with the Florida Department of State, Division of Corporations.
2. My Firm Account check in the amount of \$122.50 payable to the Secretary of State for the filing fee and a certified copy of the Articles for the above-referenced corporation.

Please file the Articles Of Incorporation and furnish me with proof of filing and a certified copy of the Articles Of Incorporation at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,

DUDLEY P. HARDY, P.A.


Dudley P. Hardy

DPH/dv

Enclosures as stated (2)

F. CHESSEY NOV 8 2000

ARTICLES OF INCORPORATION
OF

STARLING CARPET CLEANING, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator of these Articles Of Incorporation, a natural person competent to contract, hereby subscribes himself to these Articles Of Incorporation under the laws of the State of Florida.

Article I - Name

The name of this Corporation is: **STARLING CARPET CLEANING, INC.**

Article II - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business as provided for in §607.0302, Florida Statutes.

Article III - Capital Stock

This Corporation is authorized to issue 100 shares of Five and No/100's Dollars (\$5.00) par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase his or her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Principal Office

The street address of the principal office of this Corporation is 131 North Cherry Street, Starke, Florida 32091; the mailing address is the same.

Article VI- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 403 West Georgia Street, Starke, Florida 32091; the mailing address is P.O. Drawer 1030, Starke, Florida 32091. The name of the initial registered agent of this Corporation at this address is Dudley P. Hardy.

Article VII - Incorporators

The name and address of the initial incorporator of this Corporation is:

ROBERT E. STARLING
Route 4, Box 412
Starke, Florida 32091

Article VIII - Effective Date

The effective date on which this Corporation shall begin business is upon filing of these Articles Of Incorporation with the Department of State.

Article IX- Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these
Articles Of Incorporation on November 1, 2000.

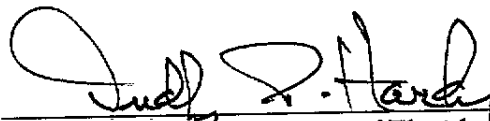


ROBERT E. STARLING

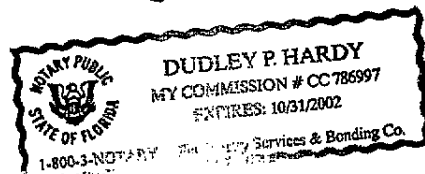
STATE OF FLORIDA
COUNTY OF BRADFORD

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **ROBERT E. STARLING** to me known to be the person described as subscriber or who has produced _____ as identification, and who executed the foregoing Articles Of Incorporation and acknowledged before me that he subscribed to those Articles Of Incorporation.

WITNESS my hand and official seal in the County and State named above this
1 day of November, 2000.



NOTARY PUBLIC, State of Florida



Certificate

DESIGNATING THE ADDRESS WHERE,
AND AN AGENT UPON WHOM, PROCESS
MAY BE SERVED

WITNESSETH

That STARLING CARPET CLEANING, INC., having organized under the laws of the State of Florida, and which will have its principal office in Starke, Florida has named DUDLEY P. HARDY whose address is 403 West Georgia Street, Starke, Florida 32091, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named in the Articles Of Incorporation of STARLING CARPET CLEANING, INC., to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to serve as the registered agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 1 day of November, 2000.


DUDLEY P. HARDY, Registered Agent

00 NOV -6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED