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GEORGE I. SANCHEZ
Attorney At Law

December 11, 2000

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

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-12/13/00--01078--003
*****78.75 *****78.75

RE: Enclosed Articles of Incorporation for A & T Berry, Inc.

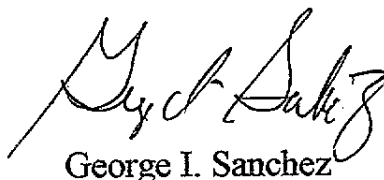
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$78.75 for filing and providing a certified copy to the undersigned.

Please forward the certified copy of the registered articles to the address on the bottom of this letterhead.

Thank you very much for your cooperation in this matter.

Very Truly Yours,


George I. Sanchez

FILED
00 DEC 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GIS/gs
Enclosures

gr 12/19

ARTICLES OF INCORPORATION
OF
A & T BERRY, INC.

FILED
00 DEC 13 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida pertaining to the Florida Business Corporation Act, under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be **A & T BERRY, INC.**, and its business shall be carried on in the State of Florida connected with the aforesaid purpose. And in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 2180 North Hercules Ave., Clearwater, Florida 33763 or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be the laundering and dry cleaning of clothing throughout Florida, the United States and Internationally or any other act or thing incidental or pertinent to or growing out of or in anywise connected thereto.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 500 shares of common shares, with a par value of one dollar per share, which shares may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the by-laws of this corporation. Said shares shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than two members who shall be elected annually by the shareholders of the corporation at such time and place as may be fixed by the by-laws, Shareholder's Agreement, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Albert D. Berry, President
2180 North Hercules Ave.
Clearwater, FL 33763

Therese I. Berry, Secretary/treasurer
2180 North Hercules Ave.
Clearwater, FL 33763

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators to these Articles and the number of shares of common shares which each agrees to take is as follows:

Name and Address	Number of Shares	Value
Albert D. Berry 2180 North Hercules Ave. Clearwater, FL 33763	250	\$250.00
Therese I. Berry 2180 North Hercules Ave. Clearwater, FL 33763	250	\$250.00

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital shares herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above, and set my hand and seal this 11th day of December, 2000.

Albert D. Berry

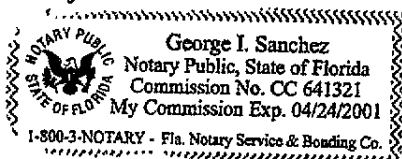
Albert D. Berry

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11th day of December 2000, by Albert D. Berry, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: George I. Sanchez



Print: _____

State of Florida at Large

(Seal)

My Commission Expires:

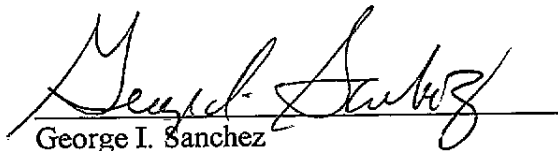
CERTIFICATE OF DESIGNATION

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That **A & T BERRY, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation in the City of Palm Harbor, County of Pinellas, State of Florida, have named **George I. Sanchez, Esq.**, 3446 East Lake Rd., Suite 214, City of Palm Harbor, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


George I. Sanchez

FILED
00 DEC 13 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA