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Locklin
& Jones, P.A.
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

April 19, 2001

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

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*****78.75 *****78.75

Re: Bailey's, Inc.

Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of Bailey's, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total	\$ 78.75

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,



Sheila T. Taylor
Assistant to Angela J. Jones

AJJ/stt
Enclosures

ARTICLES OF INCORPORATION
OF
BAILEY'S, INC.

ARTICLE I

The name of this corporation is **BAILEY'S, INC.**

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to own and operate a coin laundry and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5486 Stewart Street, Milton, Florida 32570, and the name of the initial registered agent of this corporation at that address is James M. Bailey, Jr. The principal office of this corporation is located at 5486 Stewart Street, Milton, Florida 32570.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James M. Bailey, Sr.	6597 College Drive Milton, Florida 32570
James M. Bailey, Jr.	6597 College Drive Milton, Florida 32570

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are James M. Bailey, Sr. and James M. Bailey, Jr., 5486 Stewart Street, Milton, Florida 32570.

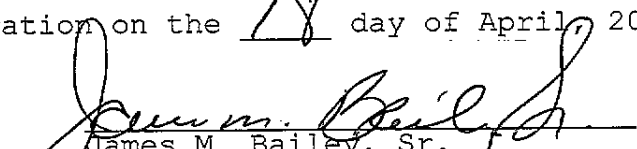
ARTICLE IX - BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - 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 the 18 day of April, 2001.


James M. Bailey, Sr.


James M. Bailey, Jr.

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared James M. Bailey, Sr. and James M. Bailey, Jr., to me well known and known to me to be the individuals described in or who presented Florida drivers licenses as identification, and who executed the foregoing Articles of Incorporation of **Bailey's, Inc.**, and being duly sworn acknowledged that they executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 18 day of April, 2001.



Notary Public

My commission expires: _____

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

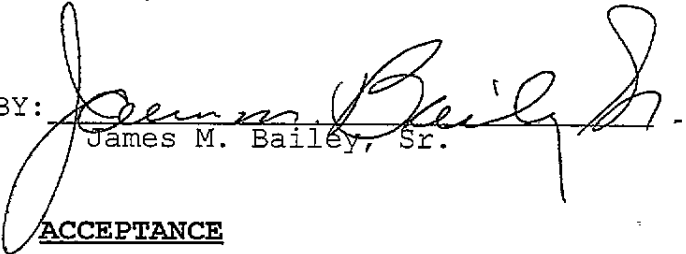
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

BAILEY'S, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named James M. Bailey, Jr., 5486 Stewart Street, Milton, Florida 32570, as agent to accept service of process within the state.

Dated this the 18 day of April, 2001.


BAILEY'S, INC.

BY:


James M. Bailey, Sr.

ACCEPTANCE

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


James M. Bailey, Jr.

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