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LAW OFFICES

*Sheldon R. Rosenthal*

SUITE 1040 CITY NATIONAL BANK BUILDING

25 WEST FLAGLER STREET

*Miami, Florida 33130*

TELEPHONE 379-1452

"FAX" 358-8020

AREA CODE 305

October 9, 2001

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-10/11/01--01031--028  
\*\*\*\*245.00 \*\*\*\*78.75

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Brickell Laundry, Inc.

Gentlemen:

The undersigned attorney represents Brickell Laundry, Inc., a Florida corporation, in connection with the above-captioned matter. I am herewith enclosing the following:

1. Original and one copy of the Articles of Incorporation;
2. My check made payable to the Secretary of State in the sum of \$122.50 to cover the cost of filing the Articles.

If you find everything in order, please file and return one certified copy of the Articles directly to my office.

If you have any questions or need any further information, please contact my office.

Very truly yours,

  
SHELDON R. ROSENTHAL

SRR/ie  
Encl.  
cc: Maria Camelo

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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F. CHERRY

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# Articles of Incorporation

## of

# Brickell Laundry, Inc.

\*\*\*\*\*

I, THE UNDERSIGNED, do hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

### ARTICLE I - NAME

The name of the Corporation shall be:

**BRICKELL LAUNDRY, INC., a Florida corporation**

### ARTICLE II - PURPOSE

A. To carry on and engage in the laundering, dry cleaning, spot or stain removal, alteration, and repair of all types of clothing and wearing apparel and to perform any other act which may be necessary and related thereto.

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TALLAHASSEE, FLORIDA  
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B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to wit:  
FIFTY(50) Shares of Common Stock, having no par value.

### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

818 Southwest 4<sup>th</sup> Avenue  
Miami, Florida 33130

### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be MARIA E. CAMELO, and the Registered Office shall be located at: 818 Southwest 4<sup>th</sup> Avenue, Miami, Florida 33130, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

### **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
MARIA E. CAMELO	President & Vice President Secretary & Treasurer	818 Southwest 4 <sup>th</sup> Avenue Miami, FL 33130

### **ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1 ), but not more than three (3) persons.

### **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

**NAME****ADDRESS**

MARIA E. CAMELO

818 Southwest 4<sup>th</sup> Avenue  
Miami, FL 33130**ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporators subscribing to these Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF SHARES SUBSCRIBED</u></b>	<b><u>AMOUNT OF SHARES</u></b>
MARIA E. CAMELO	818 Southwest 4 <sup>th</sup> Avenue Miami, FL 33130	50	\$500.00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

### **ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

### **ARTICLE XIV - BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation.

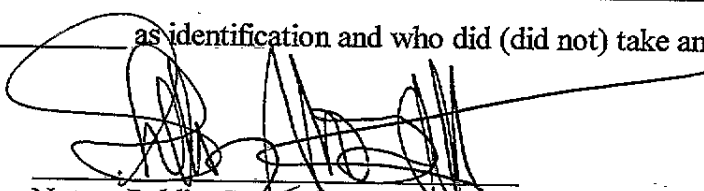
Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 28 day of September, 2001.

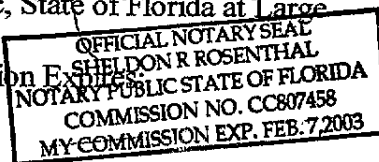
  
MARIA E. CAMELO (SEAL)

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 28 day of September, 2001, by MARIA E. CAMELO, personally known to me or who produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public, State of Florida at Large

My Commission Expires \_\_\_\_\_



**CERTIFICATE ACCEPTING DESIGNATION**

**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of **BRICKELL LAUNDRY, INC., a Florida corporation**, and agree to serve as it Registered Agent, to accept service of process within the State at its Registered Office located at:

818 Southwest 4<sup>th</sup> Avenue  
Miami, FL 33130

  
\_\_\_\_\_  
MARIA E. CAMELO,  
*Registered Agent*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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