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DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P O BOX 6327

TALLAHASSEE, FL 32314

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-01/15/02--01066--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ST CLOUD CARPET CARE, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION  
AND OUR CHECK FOR 78.75 >

FILED  
02 JAN 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARK BIBEAU

NAME

1415 MONTANA AVE

ADDRESS

ST CLOUD, FL 34769

CITY STATE, ZIP

407-957-2979

PHONE

J. BRYAN JAN 23 2002

ARTICLES OF INCORPORATION  
OF  
ST CLOUD CARPET CARE, INC.

FILED  
02 JAN 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS ST CLOUD CARPET CARE, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 500 SHARES OF COMMON STOCK HAVING A PAR VALUE OF .10 PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE INITIAL OFFICE OF THIS CORPORATION SHALL BE:

1415 MONTANA AVE  
ST CLOUD, FL 34769

THE REGISTERED AGENT FOR THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

MARK BIBEAU  
1415 MONTANA AVE  
ST CLOUD, FL 34769

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

**ARTICLE VI. BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

**ARTICLE VII. INITIAL DIRECTORS**

THE NAMES OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

MARK BIBEAU  
1415 MONTANA AVE  
ST CLOUD FL 34769

ALAN WILLISON  
343 COLUMBIA AVE  
ST CLOUD, FL 34769

**ARTICLE VIII. INCORPORATOR**

THE NAME OF AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

MARK BIBEAU  
1415 MONTANA AVE  
ST CLOUD, FL 34769

**ARTICLE IX. AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

#### **ARTICLE X. BEGINNING CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00.

#### **ARTICLE XI. OFFICERS**

THE OFFICERS OF THE CORPORATON AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT: MARK BIBEAU  
SECTREAS ALAN WILLISON

#### **ARTICLE XII. IDEMNIFICATION**

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE IDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVISE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

#### **ARTICLE XIII, COMPENSATION**

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR HAS EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION ON JANUARY 14, 2002

Mark & Bibau  
INCORPORATOR

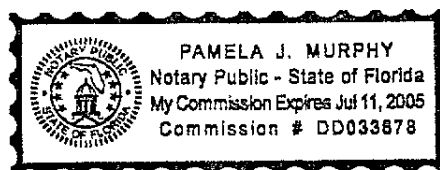
STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, A NOTARY PUBLIC, PERSONALLY

APPEARED MARK  
~~MARK~~ BIBEAU, TO ME KNOWN TO BE THE PERSON  
DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT (HE) (SHE) SUBSCRIBED TO  
THESE ARTICLES OF INCORPORATION ON JANUARY 14, 2002

Pamela J. Murphy  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION EXPIRES:

4.



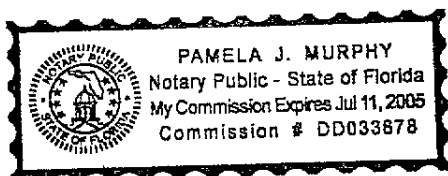
ACCEPTANCE

I, MARK BIBEAU HEREBY ACCEPT THE DESIGNATION OF  
RESIDENT AGENT FOR SERVICE OF PROCESS UPON ST CLOUD CARPET CARE, INC  
. WISHING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S  
REGISTERED OFFICE AT ,1415 MONTANA AVE. ST CLOUD, FL 34769 AND AGREE TO ACT AS  
REGISTERED AGENT FOR SAID CORPORATION AND TO COMPLY WITH THE PROVISIONS OF  
FLORIDA LAW PERTAINING TO KEEPING OPEN SAID OFFICE AND UPON WHOM PROCESS  
MAY BE SERVED.

Mark & Bibeau

SWORN BEFORE ME THIS 14th OF January 2002

Pamela J. Murphy  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



FILED  
02 JAN 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA