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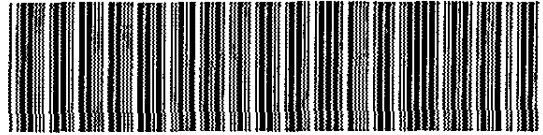
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TALLAHASSEE, FLORIDA

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in 16/3

**TONI A. HORNE, P.A.**  
ATTORNEY AT LAW

May 19, 2003

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

**Re: Articles of Incorporation of Zoe Cleaning of Naples, Inc.**

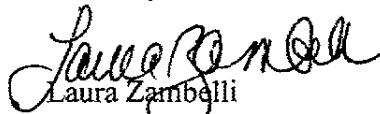
To Whom it May Concern:

I have enclosed an original and one copy of the Articles of Incorporation and the Certificate of Designation, Registered Agent/ Registered Office for Zoe Cleaning of Naples, Inc. for filing with your office. In addition, a check in the amount of \$78.75 has been included to cover the following fees:

Filing Fees	\$35.00
Certificate of Status	\$ 8.75
Registered Agent/ Designation	<u>\$35.00</u>
Total	\$78.75

Please return a filed stamped copy of the Articles to this office in the envelope provided.  
Thank you.

Sincerely,

  
Laura Zambelli  
Paralegal

/laz  
Enclosures (as stated)

## **ARTICLES OF INCORPORATION**

These articles of incorporation are signed by the incorporator for the purpose of forming a profit corporation pursuant to Florida Statute Chapter 607 as follows:

### **ARTICLE I: NAME**

#### **§ 1.1 Name**

The name of the corporation is Zoe Cleaning of Naples, Inc.

### **ARTICLE II: ADDRESS**

#### **§ 2.1 Address**

The mailing address of the corporation is 211 Sixth Street NE, Naples, Florida 34120.

### **ARTICLE III: PURPOSE**

#### **§ 3.1 Purpose**

The purpose for which the corporation is organized is to render cleaning services, all related types of services, and any other legal purpose. This corporation shall exist and function in compliance with Florida Statutes Chapter 607, and in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of said purposes.

### **ARTICLE IV: SHARES**

#### **§ 4.1 Authorized Stock**

The total authorized stock is 100 common shares of \$1.00 par value per share.

### **ARTICLE V: NO NEED FOR ACTUAL STOCKHOLDER MEETING**

#### **§ 5.1 Majority Consent Voting**

Any action required or permitted by Florida Statute Chapter 607 at an annual or special meeting of stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting stockholders by (among other methods) mailing said notice to said

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stockholders by first class mail, postage prepaid, to their address of record.

## **ARTICLE VI: DIRECTORS**

### **§ 6.1 Initial Directors**

The initial board shall consist of one director whose name and address is Sheyla Rives, 211 Sixth Street NE, Naples Florida 34120, who shall be the President, Vice-President, Secretary, and Treasurer.

## **ARTICLE VII: REGISTERED OFFICE**

### **§ 7.1 Registered Office**

The name and address of the initial registered office is: Toni A. Horne, P.A., 5425 Park Central Court, Naples, Florida, 34109.

## **ARTICLE VIII: INCORPORATOR**

### **§ 8.1 Incorporator**

The name and business address of the incorporator is Sheyla Rives, 211 Sixth Street NE, Naples Florida 34120.

## **ARTICLE IX: TERM**

### **§ 9.1 Term**

The term of existence of the corporation shall be perpetual.

## **ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION**

### **§ 10.1 Amendments to Articles**

The corporation may amend its articles of incorporation, from time to time, so as:

1. To change its corporate name.
2. To change its period of duration.
3. To change, enlarge or diminish its corporate purposes.
4. To increase or decrease the aggregate number of shares, or shares of any class, which the corporation has authority to issue.
5. To limit, deny or grant to stockholders of any class the preemptive right to acquire additional or treasury shares of the corporation, whether then or thereafter authorized.
6. To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued.

7. To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued.
8. To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.
9. To change shares having par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value, and to change shares without par value, whether issued or unissued, into the same or a different number of shares having a par value.
10. To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, of other classes.
11. To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued.
12. To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.
13. To divide any preferred or special class of shares whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.
14. To authorize the board of directors to establish, out of authorized but unissued shares, series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established.
15. To authorize the board of directors to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences theretofore fixed and determined are to be changed.
16. To revoke, diminish, or enlarge the authority of the board of directors to establish series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

## **ARTICLE XI BYLAWS**

### **11.1 Initial By-laws**


The initial by-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

**ARTICLE XII**  
**EFFECTIVE DATE**

**12.1 Effective date of incorporation**

The effective date of incorporation shall be May 19, 2003.

In witness whereof, the undersigned, the incorporator of the above-named corporation, has hereunto signed these articles of incorporation on this 19 day of May, 2003.

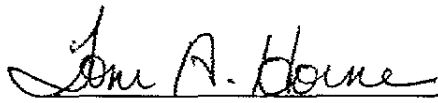
  
\_\_\_\_\_  
Sheyla Rives  
211 Sixth Street NE  
Naples Florida 34120

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Zoe Cleaning of Naples, Inc
2. The name and address of the registered agent and office is Toni A. Horne, P.A., 5425 Park Central Court, Naples, Florida, 34109.

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

5/20/03  
(Date)

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