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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**William G. Mayhew
Attorney at Law**

4530 Central Avenue
St. Petersburg, Florida 33711
Phone: (727) 323-1441
Fax: (727) 323-1449

May 14, 2004

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

Re: J.D. McCarthy Enterprises, Inc.

Dear Sir/Madame:

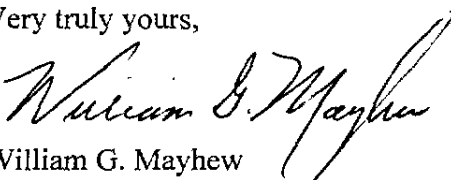
Enclosed for filing are the Articles of Incorporation and Acceptance of Registered Agent of J.D. McCarthy Enterprises, Inc., a for profit corporation, along with a check in the sum of \$78.75.

Please return a certified copy of the approved Articles to:

**William G. Mayhew, Esq.
4530 Central Avenue
St. Petersburg, FL 33711**

Thank you.

Very truly yours,



William G. Mayhew

WGM:mlm
Enc.

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ARTICLES OF INCORPORATION

05 MAY 19 PM 3: 14

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J.D. McCARTHY ENTERPRISES, INC.

The undersigned, a natural person acting as Incorporator of a for profit corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

The name of this Corporation is J.D. McCarthy Enterprises, Inc.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSES AND POWERS

The purposes for which this Corporation is formed are:

(1) to own, develop, construct, improve, restore remodel, repair, maintain, buy, sell, trade, rent, lease, mortgage, or donate real property in the State of Florida; to contract for and perform pressure washing services upon; and to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation or by any other laws now or hereafter authorized and permitted under the laws of the United States and the State of Florida;

(2) to buy, sell, trade, rent, donate men's, women's and children's clothing in the State of Florida, and to do everything necessary, proper, advisable or convenient for the accomplish-

ment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by any other laws now or hereafter authorized and permitted under the laws of the United States and the State of Florida;

(3) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interests therein, wherever situated;

(4) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchises, and income;

(5) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(6) to hire and discharge employees and to utilize non-employee independent contractors;

(7) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(8) to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust or other enterprise;

(9) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.;

(10) to purchase, subscribe for, or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or any other government or instrumentality thereof;

(11) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries;

(12) to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

(13) to make donations for the public welfare or for charitable, scientific or educational purposes;

(14) to lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes;

(15) to purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares;

(16) to elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

(17) to make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the

affairs of the Corporation;

(18) to have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced; and

(19) to engage in any activity or business permitted under the laws of the United States and of the State of Florida. None of the objects, purposes and powers hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00). The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is J.D. McCarthy, 304 Woodlawn Avenue, Bellair, Pinellas County, Florida

33756. Said Registered Agent, by virtue of this signature on the last page of these Articles of Incorporation acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation. The principal place of business of this corporation shall be J.D. McCarthy Enterprises, Inc., 304 Woodlawn Avenue, Bellair, Pinellas County, Florida 33756.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of two (2) and a maximum of five (5) members, who need not be residents of the State of Florida or Shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The names and address of the initial Directors of this Corporation, who shall serve as Directors until the first annual meeting of Shareholders or until their successors shall have been elected and qualified, are as follows:

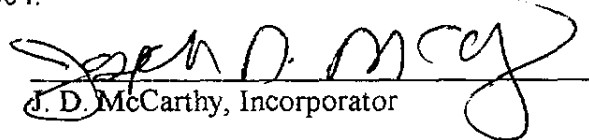
J.D. McCarthy, 304 Woodlawn Avenue, Bellair, Florida 33756.

Christine A. McCarthy, 304 Woodlawn Avenue, Bellair, Florida 33756.

ARTICLE IX: AMENDMENTS

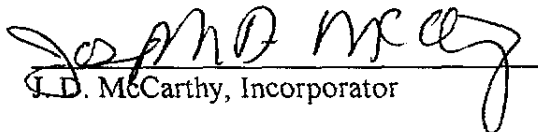
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholder(s) and approved at a Stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 14 day of May, 2004.


J. D. McCarthy, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


J. D. McCarthy, Incorporator