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MIAMI FL 33135- 34~
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PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LUBO, INC.
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1984922-000

P.03

Marty Patrick

FI 301-341320

1141 KANE CONCOURSE

Bay Harbor Islands, FI 33154

305-8684080

ARTICLES OF INCORPORATION
OF
LUBO, INC.

⑧

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: LUBO, INC.

ARTICLE II. NATURE OF THE BUSINESS

The corporation shall have the unlimited power to engage in any business activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is ~~one hundred and sixty thousand (160,000)~~ *Five Hundred* shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial address of this corporation in the State of Florida is: 2856 Royal Palm Avenue, Miami Beach, Florida 33140.

The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation and the initial officers of the corporation are:

President:

Boris Romanov
2856 Royal Palm Avenue
Miami Beach, Florida 33140

Secretary & Treasurer:

Mynor A. Solis
2856 Royal Palm Avenue
Miami Beach, Florida 33140

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Initials:

B. Romanov
M. A. Solis

TOTAL P.03

ARTICLE VII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS.

The corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

The purpose of the company of which the aforementioned individuals are stockholders shall be to conduct any business enterprises which the stockholders deem viable.

ARTICLE VIII. PERFORMANCE BY STOCKHOLDERS

Each stockholder shall apply all of his experience, training, and ability in discharging his assigned functions in the company and in the performance of all work that may be necessary or advantageous to promote the business interests of the stockholders.

The duties of the stockholders are:

- (1) To engage primarily in the dry cleaning business and any other business enterprises which the stockholders deem viable.

ARTICLE IX. CONTRIBUTIONS

Stockholders shall contribute such capital as may be required from time to time to be used by the company for its business activities.

ARTICLE X. BUSINESS EXPENSES

All expenses incurred by the company shall be paid from the capital and profits realized by the company. All losses incurred shall be paid out of the capital of the company or the profits arising from the company, or, if all the stockholders shall be deficient, by the stockholders on a prorata basis, in proportion to their equity interest in the company.

ARTICLE XI. SEPARATE DEBTS

No minority stockholder shall enter into any bond or become surety, security, bail or cosigner for any person, partnership or corporation, or knowingly condone anything whereby the property of the corporation may be attached or taken in execution, without the prior written consent of the majority stockholder. In addition, each minority stockholder shall punctually pay his separate debts and indemnify the majority stockholder and the capital and property of the corporation against his or her separate debts and all expenses relating thereto.

ARTICLE XII. BOOKS AND RECORDS

Books of accounts shall be maintained by the majority stockholder, and proper entries made therein of all sales, purchases, receipts, payments, transactions, and property of the corporation, and the books of accounts and all records of the corporation shall be retained at the principal place of business as specified herein. Each stockholder shall have free access at all times to all books and records maintained relative to the corporation.

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Initials:

Dr. [Signature]

ARTICLE XIII. ACCOUNTING

Records of the corporation shall be maintained on a calendar year basis, and a general accounting shall be made and taken by the stockholders of all transactions of the corporation during the preceding year, and of all the property and liabilities of the corporation. The corporation will maintain a savings account and a checking account. The President shall be the only one with signatory power.

ARTICLE XIV. SALARIES

Any form of remuneration to any of the stockholders will be as determined by the majority stockholder.

ARTICLE XV. RELEASE OF DEBTS

No stockholder shall compound, release, or discharge any debt that shall be due or owing to the corporation, without receiving the full amount thereof, unless that stockholder obtains the prior written consent of the majority stockholder to the discharge of the indebtedness.

ARTICLE XVI. ADDITIONAL CONTRIBUTIONS

The stockholders shall not have to contribute any additional capital to the corporation in addition to that required as hereinabove set forth, except that they shall be required to make additional contributions if the records indicate any insufficiency in the capital account of the corporation to meet current expenses, unless the corporation mutually agrees upon a different manner of raising the additional capital required.

ARTICLE XVII. ARBITRATION

If any differences shall arise between or among the stockholders as to their rights or liabilities or under any instrument made in furtherance of the corporation, the differences shall be determined and the instrument shall be settled by arbitration pursuant to the American Rules of Arbitration of the American Arbitration Association.

ARTICLE XVIII. ADDITIONS, ALTERATIONS OR MODIFICATIONS

Where it shall appear to the stockholders that these Articles of Incorporation or any terms and conditions contained herein, are in any way ineffective or deficient, or not expressed as originally intended, and any alteration or addition shall be deemed necessary, the stockholders will enter into, execute, and perform all further amendments as their counsel shall advise. Any additions, alterations, or modifications shall be in writing, and no oral agreement shall be effective.

ARTICLE XIX. VALUE

If any of the minority shareholders want to sell their shares, the majority shareholder shall have first right of refusal to purchase such shares. The total value of the corporation's shares shall be determined as follows: total value of corporate stocks is seventy percent (70.0%) of the total sales for the proceeding twelve (12) months.

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Initials: 

ARTICLE XX. PAYMENT OF ESTATES TO DECEASED OR RETIRED STOCKHOLDERS

In the event of the death or retirement of any of the stockholders, the value of their respective interest shall be paid in five (5) equal annual installments with interest on the unpaid balance accruing at ten percent (10.00%) per annum included in said installments, with the first payment due one year following the retirement or death and a like payment on the same date each year thereafter until paid in full to the retired stockholder or designated beneficiary.

ARTICLE XXI. BINDING AGREEMENT

These Articles of Incorporation shall be binding upon and inure to the benefit of the heirs and personal representatives of the parties hereto.

ARTICLE XXII.

The stockholders agree that in the event that they may at any time determine that it is in their mutual best interest to sell the business, then and in such event they do hereby agree that the business shall be placed on the market for sale at its then reasonable market value upon such terms and conditions as they may reasonably determine. The parties further agree that the business shall be listed for sale with a business broker and they do hereby agree that they shall waive any commission which the broker might otherwise be entitled to in connection with said sale, so that the corporation shall not be responsible for any commission relating to the sale of the subject business.

ARTICLE XXIII. NON - COMPETE

All shareholders unconditionally agree that they will not, for a period of three (3) years subsequent to the execution of these Articles of Incorporation, enter into any agreement or contract, business or otherwise with any individuals, partnerships, corporations, etc., where said business affiliation is in direct competition or may result in such with the business of said corporation.

ARTICLE XXIV. CONFIDENTIALITY

All shareholders unconditionally agree that they will keep all business affairs, where such business affairs directly or indirectly are related to the business of said corporation, confidential.

ARTICLE XXV.

All notices, consents and other instruments hereunder shall be in writing and mailed by certified or registered mail, and shall be directed to the parties at their respective addresses as shown opposite their signature at the end of the Articles of Incorporation. Notice shall be effective on the date such are deposited in the United States Mail.

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ARTICLE XXVI. STOCK TRANSFERS - MAJORITY STOCKHOLDER'S RIGHT OF FIRST REFUSAL

No minority stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the majority stockholder. Such offer shall be in writing, signed by the stockholder, sent by certified or registered mail to the corporation at its principal place of business, and shall remain open for acceptance by the majority shareholder for a period of ninety (90) days from the date of mailing. If the majority shareholder fails or refuses within each period to make satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may deem fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

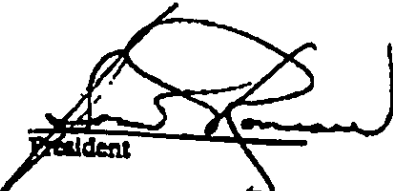
Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE XXVII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS THEREOF,

The incorporators of these Articles of Incorporation have hereunto set their hands and seals this
15th day of January, 1995.


President

Boris Romanov
2856 Royal Palm Avenue
Miami Beach, Florida 33140


Secretary & Treasurer

Mynor A. Solis
2856 Royal Palm Avenue
Miami Beach, Florida 33140

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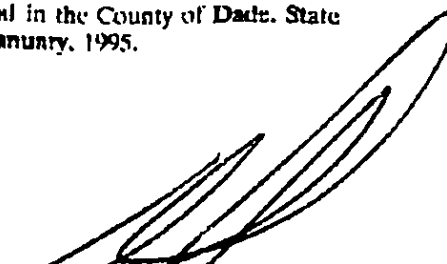
STATE OF FLORIDA

COUNTY OF DADE

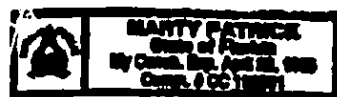
SS. # _____

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of County named above, to take acknowledgements, personally appeared: Boris Romanov and Mynor A. Solis to me known to be the persons described as incorporators of and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Dade, State of Florida, this Fifteenth Day of January, 1995.



NOTARY PUBLIC
State of Florida at Large



Marty Patrick

My commission expires:

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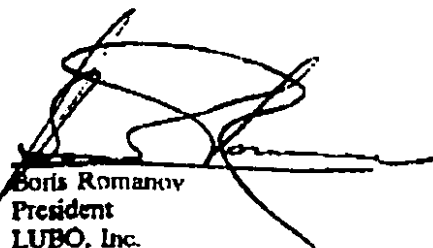
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

LUBO, INC., is qualified to do business under the laws of the State of Florida with its principal office located at 2856 Royal Palm Avenue, Miami Beach, Florida 33140, and appoints Boris Romanov, 2856 Royal Palm Avenue, Miami Beach, Florida 33140 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

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

By:


Boris Romanov
President
LUBO, Inc.

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