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The Walker Law Offices

Attorneys & Counselors at Law
24 North Market Street, Suite 502
Jacksonville, Florida 32202
Phone: (904) 358-7104 Fax: (904) 353-3702

Willie J. Walker, Esq.
Licensed in Fla & Ga.

January 17, 1995

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Of Counsel;
Forrest B. Johnson, Esq.
Licensed in Fla. & Ga.
1745 MLK Drive N.W.
Atlanta, Ga. 30314
(404) 758-9111

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Dear Sir/Madam:

Enclosed, please find Articles of Incorporation for **BACON & MYERS, INC.**, corporation along with a check in the amount of \$122.50 for filing and designation of registered agent. Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Sincerely,

Willie J. Walker
Willie J. Walker, Esquire

WJW/abb

Angie

REGISTERED FEB 3 1995

855, 615, 671
7095-2489

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SS 03-01-103
SEC. OF STATE
TALLAHASSEE, FLA.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1995

WILLIE J WALKER, ESQUIRE
24 N MARKET STREET
SUITE 502
JACKSONVILLE, FL 32202

SUBJECT: BACON & MYERS, INC.
Ref. Number: W95000002489

We have received your document for BACON & MYERS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00004638



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Department of State
Corporate Records Division
ATTN: BETH REGISTER
P. O. Box 6327
Tallahassee, FL 32314

**RE: ARTICLES OF INCORPORATION FOR
BACON & MYERS, INC.**

Dear Ms. Register:

Pursuant to our telephone conversation, enclosed please find the Consent of Registered Agent of the above-referenced corporation. The same has been appropriately signed by Attorney Walker. Thank you for your assistance, and please do not hesitate to call if you have any questions.

Sincerely,

Angie Baylock
Legal Assistant

/abb

Enclosure

**ARTICLES OF INCORPORATION
OF
BACON & MYERS, INC.**

We, the undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is Bacon & Myers, Inc.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

a. To engage in every aspect and phase of cleaning, dry cleaning and laundering of wearing apparel of all types, kinds and descriptions by the use of the "coin-operated" laundry.

b. To buy, lease, hire, construct, establish, maintain and operate coin-operated laundries and coin-operated laundries and coin-operated dry cleaners, buildings, plants and any and all machinery and apparatus incidental or necessary to the carrying out of the purposes of the Corporation, and to lease, sublease, license or sell to others

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the buildings, plants and any and all machinery and apparatus and other facilities of the Corporation for compensation or otherwise.

c. To operate a strip shopping center as landlord, leasing, commercial space to other businesses.

d. To acquire by purchase, lease, exchange or otherwise, and to hold, use, develop, mortgage or otherwise encumber, lease, sell, exchange or otherwise dispose of real and personal property of every class and description, or any right or interest therein.

e. To engage in any mercantile business of any kind or character whatsoever.

f. To enter into, make, perform and carry out contracts of sort and kind which may be necessary or convenient for the business of this Corporation with any person, firm, Corporation, private, public or municipal, body politic, any state, territory, or municipality of the United States.

g. To promote, aid and assist, financially or otherwise, corporations, co-partnerships, joint ventures, joint stock companies, and individuals to the extent legally permissible to a corporation organized under the laws of the State of Florida, and to a like extent to endorse or underwrite the shares, bonds, debentures, notes, securities or other obligations or undertakings of any corporation, co-partnership, joint venture, joint stock companies or individual, and to guarantee or become surety for the payment of any dividends on shares, or the principal or interest upon bonds, notes, debentures or other obligations of, or the performance of any contracts by any corporation, co-partnership, joint venture, joint stock companies, or individual.

h. To acquire by purchase, subscription, or otherwise hold mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by any other corporation or corporations organized under the law of the State of Florida, of any other state, or any country, nation or government, and to pay therefor, in whole or in part, with cash or other property, or with shares, bonds or other obligations of this corporation, and while the owner or holder of any such shares, or voting trust certificates for shares, or bonds or other securities or evidences of indebtedness, or obligations of any such other corporation or corporations, to possess and exercise in respect thereof all the powers, rights and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

i. To acquire the whole, or any part of, or any interest in the good will, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in a business or enterprise in which this corporation may lawfully engage, and to hold, utilize and in any manner dispose of the whole or any part of the rights and business so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

j. To become a member of any partnership or joint venture and to enter into any lawful arrangements for sharing profits and/or losses, union of interest, reciprocal concessions or cooperation with any corporation, association, partnership, joint venture, syndicate, personal, governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any

business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

k. To borrow or raise monies for any of the purposes of this corporation without limit as to amount and, from time to time, to issue bonds, debentures, notes of other obligations, secured or unsecured, of this corporation for monies so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property rights, privileges or franchises of this corporation wheresoever situated, acquired, or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

l. To purchase, hold sell and transfer shares of its own capital stock; provided it shall not use its funds for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as permitted by law.

m. To do any and all things necessary or convenient for the accomplishment of the foregoing purposes; to carry on any lawful business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property; to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

n. To conduct its business in any or all of its branches in the State of Florida and in any or all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Colombia, and in any or all foreign countries, and to have one or more offices within and outside the State of Florida.

o. The business or purpose of this corporation is, from time to time and at any time, to do one or more of the acts and things herein set forth, and to have all the powers, rights and privileges now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws of Florida authorizing the formation of corporations.

ARTICLE III

This Corporation shall have authorized capital stock of One Hundred (100) shares all of which shall be common stock having no par value. All such stock shall be fully paid, nonassessable and shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which the Corporation shall commence business is Six Hundred (\$600.00) Dollars.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

This Corporation shall have its principal office in Jacksonville, Duval County, Florida at 4928 Moncrief Road West, but shall have the privilege of maintaining branch offices at any place within and/or without the State of Florida.

ARTICLE VII

The business of this Corporation shall be managed by the stockholders.

ARTICLE VIII

The name and post office addresses of the officers of the Corporation who shall hold office for the first year, or until their successors are chosen and have qualified are:

Louis Myers	President	3113 Ribault Scenic Dr. Jacksonville, FL 32208
Julius Bacon	Vice- President	5714 Deming Court Jacksonville, FL
Juanita Bacon	Secretary	5714 Deming Court Jacksonville, FL
Mary H. Myers	Treasurer	3113 Ribault Scenic Dr. Jacksonville, FL 32208

ARTICLE IX

The names and post office addresses of each subscriber of the Articles of Incorporation and the number of shares of stock, and the value of the consideration therefor, which agrees to take, are:

<u>Name</u>	<u>Number of Shares</u>	<u>Value of Consideration</u>	<u>Address</u>
Louis Myers	25	\$200.00	Above
Julius Bacon	25	\$200.00	Above
Juanita Bacon	25	\$200.00	Above
Mary H. Myers	25	\$200.00	Above

ARTICLE X

The election or appointment of all officers of this Corporation, their officers and tenure shall be done as provided in the By-laws of this Corporation,

ARTICLE XI

Stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

ARTICLE XII

The Corporation shall have the first option to re-purchase all stock whenever a holder of such stock either dies or offers to sell said stock.

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 24 N. Market Street, Suite 502, Jacksonville, Florida 32202. The name of the initial registered agent of the Corporation at such registered office shall be Willie J. Walker, Esquire.

ARTICLE XIV - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of said persons are:

LOUIS MYERS	3113 Ribault Scenic Drive Jacksonville, FL 32208
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JULIUS BACON	5714 Deming Court Jacksonville, FL 32219
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ARTICLE XV

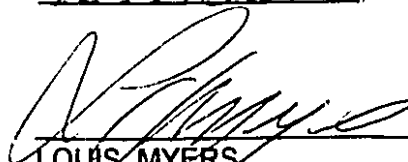
To the fullest extent that the Act, as it exists on the date hereof or as it may be hereafter amended or replaced, permits the limitation of the liability of Directors, no director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy with respect to the Corporation. No

Amendment to or repeal of this Article shall apply to or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The Corporation shall have authority to indemnify such Directors, Officers and other individuals as the Board of Directors may from time to time determine.


ARTICLE XVI - INCORPORATOR

The name and address of the Incorporator of the Corporation executing these Articles of Incorporation are Louis C. Myers, 3113 Ribault Scenic Drive, Jacksonville, Florida 32209, Julius Bacon, 5714 Deming Court, Jacksonville, Florida 32219, Juanita Bacon, 5714 Deming Court, Jacksonville, Florida 32219 and Mary H. Myers, 3113 Ribault Scenic Drive, Jacksonville, FL 32208.

IN WITNESS OF the foregoing, we have hereunto set our hands and seals and acknowledged to be filed in the Office of the Secretary of State the foregoing Amended Articles of Incorporation, this 29th day of December, 1994.


LOUIS MYERS


JULIUS BACON


JUANITA BACON


MARY H. MYERS

STATE OF
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared **LOUIS MYERS**, for whom, after first being duly sworn, deposed and states that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 29th day of December, 1994.

Carolyn J. Hatfield
Notary Public
My Commission Expires:

STATE OF Florida
COUNTY OF Duval



CAROLYN J. HATFIELD
My Commission CC370243
Expires May. 10, 1998

BEFORE ME, the undersigned authority, personally appeared **JULIUS F. ACON**, for whom, after first being duly sworn, deposed and states that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 27th day of Dec., 1994.



Angela B. Baylock
Notary Public
My Commission Expires:

STATE OF Florida
COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared **JUANITA BACON**, for whom, after first being duly sworn, deposed and states that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 27th day of Dec., 1994.



Angela B. Baylock
Notary Public
My Commission Expires:

STATE OF Florida
COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared **MARY H. MYERS**, for whom, after first being duly sworn, deposed and states that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 29th day of December, 1994.

Carolyn J. Hatfield
Notary Public
My Commission Expires:



CAROLYN J. HATFIELD
My Commission CC370243
Expires May. 10, 1998

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED, as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



WILLIE J. WALKER, ESQUIRE

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TALLAHASSEE FLORIDA