

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 15 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SW _____

WALK-IN Will Pick Up 3-15 111a

RE: Rainbow United Services, Inc

	C.C. FEE.	DISBURSED
Art. of Amend. File		
Corp. Record Search		
Foreign Corp. File		
() Cert. Copy(s)		
✓ Photo Copy		
Art. of Amend. File	300001429829	
Dissolution/Withdrawal	03/15/95-01029-017	
C U S -	*****20.00	*****20.00
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
RAINBOW JANITORIAL SERVICES, INC.**

FILED
95 MAR 15 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, these Articles of Incorporation provide that:

**ARTICLE ONE
NAME**

The name of this corporation is RAINBOW JANITORIAL SERVICES, INC. ("Corporation").

**ARTICLE TWO
DURATION**

The period of its duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activities or business allowed under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

8543 White Rose Drive
Orlando, Florida 32818

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than ONE (1).

The names and addresses of the initial directors of this Corporation are:

Lewis Taylor
8543 White Rose Drive
Orlando, Florida 32818

**ARTICLE EIGHT
INCORPORATORS**

The names and address of the Incorporator signing these Articles of Incorporation is:

Jacinta M. Mathis, Esquire
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

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**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th Day of March 1995.


Jacinta M. Mathis, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March 1995.


NOTARY PUBLIC
My Commission Expires:



MARY GRIFFIN
My Commission CC365856
Expires May 21, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

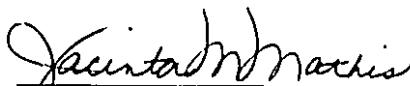
05 MAR 1995 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rainbow Janitorial Services, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 300, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 14th day of March, 1995.


Jacinta M. Mathis, Esquire
Registered Agent

P950000 20919

MATHIS LAW FIRM, P.A.

POST OFFICE BOX 11567
ORLANDO, FLORIDA 32801
SUITE 210
5979 VINELAND ROAD
ORLANDO, FLORIDA 32819

JACINTA M. MATHIS
ATTORNEY AT LAW

TELEPHONE NUMBER (407) 363-4519
FACSIMILE NUMBER (407) 363-1558

April 28, 1995

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

600001471056
-05/02/95--01103--004
*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION FOR: Taylor Janitorial Service, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, together with \$35.00 to cover the Filing Fees.

If you have any questions or need any further information please do not hesitate to call me at (407) 363-4519. Thank you in advance for your cooperation.

Very Truly Yours,

MATHIS LAW FIRM, P.A.

Jacinta M. Mathis
Jacinta M. Mathis, Esquire

JMM/mg
Enclosures:

FILED
1995 MAY -1 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
NFS
5-10-95

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
1995 MAY -1 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAINBOW JANITORIAL SERVICES, INC.

1. The name of the corporation is Rainbow Janitorial Services, Inc. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

**ARTICLE ONE
NAME**

The name of the Corporation is the Taylor Janitorial Services, Inc.

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on April 4, 1995.
4. This Amendment was approved unanimously by the shareholder of the Corporation, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Rainbow Janitorial Services, Inc., has caused these Articles of Amendment to be executed on this 30th day of April, 1995.

TAYLOR JANITORIAL SERVICES, INC. f/k/a
RAINBOW JANITORIAL SERVICES, INC.

By: Lewis Taylor
Lewis Taylor, President