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AMY L. KERTSON (MD)

OF COUNSEL
ROBERT R. WARD (MD, CA, WA)
RICHARD H. TANENBAUM (MD, DC)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 11 PM 12:14
951-1506
WRITER'S DIRECT NUMBER IS

August 9, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
401 E. Gaines Street
Tallahassee, Florida 32399

400001558374
-08/11/95--01043--004
****122.50 ****122.50

Re: Uniform City - Southeast, Inc.
Our File No. 6562.38

Dear Sir or Madam:

Enclosed please find a check payable to the Florida Secretary of State in the amount of \$122.50 together with an original and one copy of Articles of Incorporation for Uniform City - Southeast, Inc. Please file the Articles of Incorporation as soon as possible and return a certified copy in the enclosed stamped self-addressed envelope.

Thank you for your time and attention to this matter.

Sincerely yours,


Joe L. Leone

JLL/hew
Enclosure

VIEWDOCS\FLORIDA\LTR

cf 8/14/95

**ARTICLES OF INCORPORATION
OF
UNIFORM CITY - SOUTHEAST, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 PM 12:44

The undersigned, acting as incorporator of Uniform City - Southeast, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: UNIFORM CITY - SOUTHEAST, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The total number of shares of all classes of stock that the corporation has authority to issue is one thousand (1,000) shares, consisting of one hundred (100) shares of Class A Voting Common Stock with a par value of \$1.00 per share and nine hundred (900) shares of Class B Non-Voting Common Stock with a par value of \$1.00 per share.

Except as hereinafter provided with respect to voting powers, the Class A Voting Common Stock and the Class B Non-Voting Common Stock of the Corporation shall be identical in all respects.

With respect to voting powers, except as otherwise required by the Business Corporation Act of the State of Florida, the holders of Class A Voting Common Stock shall possess all voting powers for all purposes including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Non-Voting Stock shall have no voting power whatsoever, and no holder of Class B Non-Voting Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or stockholders thereof or be entitled to notification as to any meeting of the Board of Directors.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 13135 N. Dale Mabry, Tampa, Florida 33618, and the name of the Corporation's initial registered agent at that address is Stephen D. Linn.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial directors of the Corporation shall be Stephen D. Linn, Jeffrey Linn and Craig Linn who shall serve in such capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

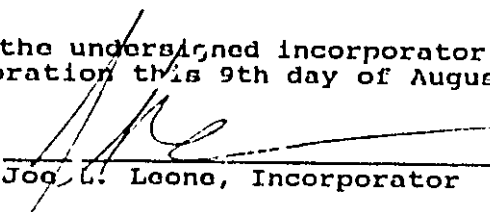
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a Director or an Officer of the Corporation, and each person who serves at the request of the Corporation as a director or an officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or an Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Director or Officer is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of August, 1995.

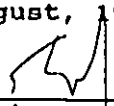

Joe L. Leone, Incorporator

STATE OF MARYLAND)
COUNTY OF MONTGOMERY)

SS:

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 9th day of August, 1995.


Notary Public, State of Maryland
at Large

My Commission Expires:

STEVEN W. JACOBSON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 28, 1996

\\6562\ARTICLES.UCS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Uniform City - Southeast, Inc. in the foregoing Articles of Incorporation I, on behalf of Uniform City - Southeast, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

Stephen D. Linn
Stephen D. Linn, Registered Agent

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FILED
SECRETARY OF STATE
CORPORATIONS
95 AUG 11 PM 12:44

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WEST & FEINBERG, P.C.

SUITE 775N

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BETHESDA, MARYLAND 20814

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AMY L. KIRKTON (MD)

OF COUNSEL
ROBERT E. WARD (MD, CA, WA)
RICHARD H. TANENBAUM (MD, DC)

WRITERS DIRECT NUMBER IS

951-1505

September 11, 1995

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

4000001586584
09/15/95--01090--014
*****35.00 *****35.00

Re: Uniform City - Southeast, Inc.
Our File No. 6562.38

Gentlemen/Ladies:

I enclose for filing the original and one copy of a Statement of Change of Registered Office for Uniform City - Southeast, Inc., along with our check in the amount of \$35 to cover the filing fee.

Please contact me if additional information is required.

Thank you.

Sincerely yours,

Polly S. Sampson

Polly S. Sampson
Corporate Paralegal

PSS

Enclosures

FILED
95 SEP 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.O. Change
9/19/95
DR

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1509, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Uniform City - Southeast, Inc.

1b. The mailing address of the corporation is: c/o Mr. Stephen D. Linn,
14511 Anchorette Road, Tampa, FL 33624

1c. Date of incorporation: 8/11/95 Document number: P95000062475

2. The name and address of the current registered agent and office:

Stephen D. Linn

13135 N. Dale Mabry, Tampa

Tampa, FL 33618

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Stephen D. Linn

14511 Anchorette Road

Tampa, FL 33624

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

Stephen D. Linn

(Printed or typed name and title)

9/4/95
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)
Stephen D. Linn

9/4/95
(Date)

FILED
55 SEP 15 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA