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JEFF CHAPKIN
1250 N.W. 133 AVE.
SUNRISE, FL 33323

95 SEP 11 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEPTEMBER 5, 1995

SECRETARY OF STATE
TALLAHASSEE, FL. 32302

DEAR SIR:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION OF THE PROPOSED CORPORATION "CHAPKIN DRY-CLEANING, INC." ALONG WITH A CHECK IN THE AMOUNT OF \$122.50 TO COVER ALL COSTS.

PLEASE RETURN A CERTIFIED COPY OF SAID ARTICLES OF INCORPORATION, ENDORSING YOUR APPROVAL THEREON.

WE WOULD APPRECIATE YOUR OFFICE PROCESSING THIS CHARTER IMMEDIATELY AND RETURNING SAME IN THE ENCLOSED STAMPED SELF-ADDRESSED ENVELOPE. IF, FOR ANY REASON A CHARTER CANNOT BE ISSUED IMMEDIATELY FOR THE PROPOSED CORPORATION, PLEASE ADVISE.

VERY TRULY YOURS,


JEFF CHAPKIN
(305) 846-0415

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ARTICLES OF INCORPORATION
OF

CHAPKIN DRY-CLEANING, INC.

ARTICLE 1

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE:

CHAPKIN DRY-CLEANING, INC.

ARTICLE 2

NATURE OF THE CORPORATE BUSINESS:

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS
OF THE UNITED STATES AND UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 3

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF
STOCK. THE SHARES OF STOCK AUTHORIZED SHALL BE COMMON STOCK HAVING A PAR VALUE
OF ONE (1) DOLLAR PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE
FIXED BY THE BOARD OF DIRECTORS.

ARTICLE 4

PRINCIPAL PLACE OF BUSINESS

THE CORPORATION'S PRINCIPAL OFFICE IN THE STATE OF FLORIDA SHALL BE AT:
1250 N.W. 133 AVENUE, SUNRISE, FLORIDA 33323

ARTICLE 5

BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS MAY BE ALTERED FROM TIME TO TIME BY BY-LAWS ADOPTED BY
THE SHAREHOLDERS. HOWEVER, THE CORPORATION SHALL HAVE NO LESS THAN ONE (1)
DIRECTOR AT ANY TIME.

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ARTICLE 6

INITIAL DIRECTORS

NAME

ADDRESS

JEFF CHAPKIN

1250 N.W. 133 AVENUE
SUNRISE, FLORIDA 33323

THE FIRST DIRECTOR SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE
SHAREHOLDERS OF THE CORPORATION.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE 7

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED, IN
COMPLIANCE WITH SAID ACT:

FIRST, CHAPKIN DRYCLEANING, INC. , DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS PRINCIPAL OFFICE INDICATED IN THE ARTICLES OF INCORPORATION AT
1250 N.W. 133 AVENUE, COUNTY OF BROWARD, STATE OF FLORIDA HAS NAMED JEFF CHAPKIN
WHOSE OFFICE IS LOCATED AT 1250 N.W. 133 AVENUE, SUNRISE, FLORIDA 33323 AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING
OPEN SAID OFFICE.



JEFF CHAPKIN

RESIDENT AGENT

ARTICLE 8

INCORPORATOR

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

INCORPORATOR

ADDRESS

JEFF CHAPKIN

1250 N.W. 133 AVENUE
SUNRISE, FLORIDA 33323

ARTICLE 10

PRE-EMPTIVE RIGHTS

ANY SHAREHOLDER OF THE CORPORATION DESIRING TO SELL HIS/HER SHARES IN THE CORPORATION, SHALL FIRST OFFER THOSE SHARES TO THE OTHER SHAREHOLDERS UPON THE SAME TERMS AND CONDITIONS AS THE SHARES ARE BEING OFFERED TO NON-SHAREHOLDERS. ANY OTHER SHAREHOLDERS WISHING TO PURCHASE THE OFFERED SHARES, SHALL EXERCISE THEIR RIGHTS OF FIRST REFUSAL WITHIN THIRTY (30) DAYS OF RECEIPT OF A WRITTEN OFFER TO SELL. THEREAFTER, THE SELLING SHAREHOLDER SHALL BE FREE TO SELL HIS/HER SHARES TO ANY NON-SHAREHOLDER UPON THE SAME TERMS AND CONDITIONS AS WERE OFFERED TO THE REMAINING SHAREHOLDERS.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS WITHIN THE STATE OF FLORIDA, DOES MAKE AND FILE THESE "ARTICLES OF INCORPORATION", HEREBY DECLARING AND CERTIFYING THAT THESE FACTS ARE TRUE.

BY

Jeff Chapkin
JEFF CHAPKIN

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

BE IT REMEMBERED THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED JEFF CHAPKIN TO ME KNOWN TO BE THE PERSON DESCRIBED AS THE INCORPORATOR, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL AT SUNRISE, SAID COUNTY AND STATE, THIS 11 DAY OF SEPTEMBER, 1995

Kristen Trach
NOTARY PUBLIC

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Dec. 9, 1998.
BONDED THRU NOTARY PUBLIC UNDERWRITER.