

1 9600005387

MICHAEL BRODSKY
ATTORNEY AT LAW
300 Sevilla, Suite 305
Coral Gables, Fl. 33146

January 12, 1996

Department of Secretary of State
Corporate Filing Division
409 E. Gaines Street
Tallahassee, Fl. 32301

FILED
JAN 16 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: NEW FILING

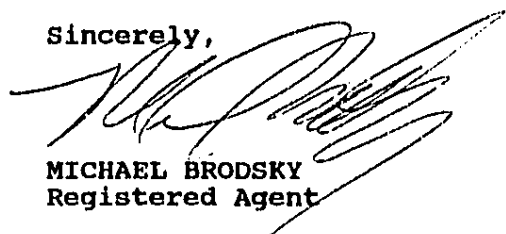
CLASS LAUNDRY SYSTEMS, INC.

Dear Sirs:

Enclosed are Articles of Incorporation for this company and
filing fees of \$122.50.

Name availability check 1/8/96, showed clear. Please return
your confirmation of this recording and receipt in the enclosed
Federal Express envelope.

Sincerely,



MICHAEL BRODSKY
Registered Agent

MB/yv
encl.

800001639668
-01/16/96--01049--010
****122.50 ****122.50

1-18-96



ARTICLES OF INCORPORATION
OF
CLASS LAUNDRY SYSTEMS INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Class Laundry Systems Inc. and its address is 300 Sevilla Suite 305, Coral Gables, Florida 33146

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The general purpose for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 300 Sevilla Suite 305, Coral Gables, Florida 33146 and the name of its initial registered agent at such address is Michael Brodsky

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial

RECEIVED
JAN 16 1968
SECRETARY OF STATE
FLORIDA

board of directors is two (2). The name and address of the person who is to serve as the member of the initial board of directors are:

Christine Martinez- President
9301 SW 92nd Ave # A-201
Miami, Florida 33176

Billie Bailey Vice President
70 Ironwood Way
Palm Beach Gardens, FL

**ARTICLE VII
INCORPORATOR**

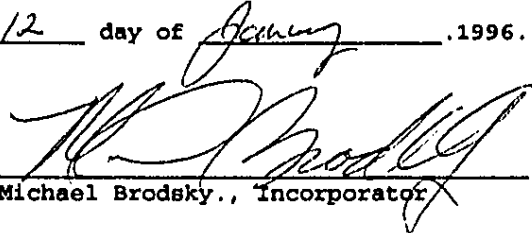
The name and address of the incorporator is:

Michael Brodsky
300 Sevilla Suite 305
Coral Gables, FL 33146

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 12 day of January, 1996.


Michael Brodsky, Incorporator

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Michael Brodsky
Registered Agent

STATE OF FLORIDA

SS1

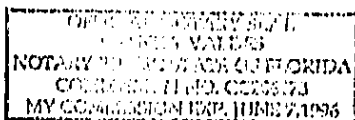
COUNTY OF DADE

BEFORE ME appeared Michael Brodsky, to me personally known to be the person described in and who subscribed the above Articles of Incorporated and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 12th day of January, 1996.


Notary Public State of Florida at Large

Yoanka Valdes
Printed Name



My commission expires:

P96000005387

July 2, 1997

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

000002231190--6
-07/07/97--01089--011
*****96.25 *****96.25

Re: Class Laundry Systems, Inc.

Please accept this amendment to our Articles of Incorporation,
which should reflect the name change to:

Class Systems, Inc.

Enclosed is a check for filing fee, certified copy of amendment,
and certified copy totalling \$96.25.

Should you need to reach us, please write to us at 15970
St.Rd.84, Suite 123, Sunrise, FL 33326. Or, call 1-888-662-5277

Sincerely,

BB
Billie Bailey, VP

FILED
97 JUL -7 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/c

V8 JUL 14 1997

FILED
97 JUL -7 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

CLASS LAUNDRY SYSTEMS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Amendments adopted:

Article I:

The name of the corporation will now be Class Systems, Inc., with its principal address to be 15970 W.St.Rd.84, Suite 123, Sunrise, FL 33326.

Amendment was adopted June 2, 1997, approved by the incorporator and shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30 day of June, 1997


Billie Bailey, Vice President