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ACCOUNT NO. : 072100000032

REFERENCE : 055516 123630A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 22, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 055516

CUSTOMER NO: 123630A

CUSTOMER: Frank N. Crossland, Esq
MENSWEAR, INC.

Suite 330
29605 U.S. Highway 19 North
Clearwater, FL 34621

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-02/22/96--01073--003
****122.50 ****122.50

DOMESTIC FILING

NAME: HIGHLAND CRYSTAL CLEANERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

96 FEB 22 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 22 PM 12:18
DIVISION OF CORPORATION

T. BROWN FEB 22 1996

ARTICLES OF INCORPORATION
of
HIGHLAND CRYSTAL CLEANERS, INC.

FILED
96 FEB 22 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent to contract, acting as incorporator for the purpose of organizing a corporation pursuant to Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I. Name. The name of the corporation is:

HIGHLAND CRYSTAL CLEANERS, INC.

Article II. Duration. The duration of existence of the corporation shall be perpetual.

Article III. Purposes. The purposes for which the corporation is organized are: To engage in and do any or all lawful acts or activities and to engage in and transact any or all lawful business permitted under the laws of the United States and the laws of the State of Florida.

Article IV. Authorized Stock. The corporation is authorized to issue One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of One Thousand Dollars (\$1,000.00).

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 29605 U.S. 19 N., Suite 330, Clearwater, Florida 34621. The name of the initial registered agent of the corporation at this office is Frank N. Crossland.

Article VI. Initial Board of Directors. The corporation shall have a board of directors which shall initially consist of one (1) individual. The number of directors may be increased or decreased from time to time by an amendment to, or in the manner provided in, the bylaws, provided that the number of directors shall not be less than one (1) individual at any time. The name and the address of the individual who shall serve as the initial director of the corporation are:

Robert L. Belin
1327 N. Highland Avenue
Clearwater, Florida 34615

Article VII. Incorporator. The name and the address of the incorporator are:

Robert L. Belin
1327 N. Highland Avenue
Clearwater, Florida 34615

Article VIII. Principal Office and Mailing Address. The initial principal office address of the corporation is: 1327 N. Highland Avenue, Clearwater, Florida 34615. The initial mailing address of the corporation is: 1327 N. Highland Avenue, Clearwater, Florida 34615. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

Article IX. Powers. The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

Article X. Indemnification and Limitation of Liability.

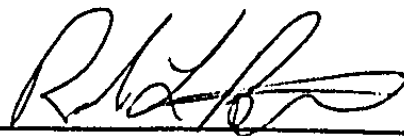
(a) The corporation shall indemnify each past, present and future director and officer of the corporation (and his or her heirs and personal representatives) against any and all liabilities, judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) incurred by each director or officer in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such director or officer is or may be involved by reason of his or her having been a director or officer of the Corporation, to the fullest extent permitted by Florida law now or hereafter in force, and the corporation shall advance the reasonable expenses incurred by such director or officer to the fullest extent permitted by Florida law.

(b) To the fullest extent permitted by Florida law now or hereafter in force, no director or officer of the corporation shall be personally liable to the corporation or its stockholders for money damages resulting from his or her actions in his or her official capacity as a director or an officer. Any repeal, amendment or modification of the foregoing provision of this Article shall not adversely affect any right or protection of a director or an officer existing at the time of such repeal, amendment or modification.

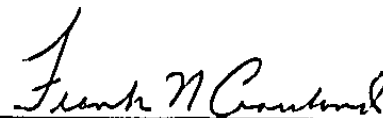
Article XI. Amendment of Articles. The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation,

or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in the State of Florida, this 20th day of February, 1996.



Robert L. Bellin
Incorporator



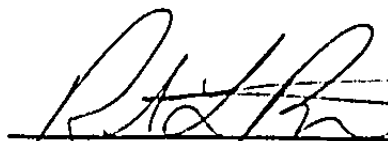
Frank N. Crossland
Registered Agent

Certificate Designating Registered Office and Registered Agent for Service of Process Within the State of Florida

In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That Highland Crystal Cleaners, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 29605 U.S. 19 N., Suite 330, Clearwater, Florida 34621, hereby designates and appoints Frank N. Crossland as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in Clearwater, Florida, this the 20th day of February, 1996.


Robert L. Bellin
Incorporator/Director

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FEB 22 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledgement and Acceptance

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in Clearwater, Florida, this the 20th day of February, 1996.


Frank N. Crossland
Registered Agent