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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 22, 1996

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Proseri Cleaning, Inc.

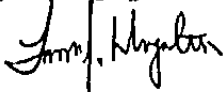
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing payment for the filing fee and Registered Agent.

Please file the enclosed Articles of Incorporation and return same to the undersigned at the address referenced above.

Thank you for your courtesies in this matter.

Very truly yours,



Lance J. Wogalter, Esq.

2-28-96
XK

ARTICLES OF INCORPORATION OF
PROSPERI CLEANING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons have the intention of forming a corporation, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is: Proserpi Cleaning, Inc.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. To operate as a Cleaning and Maintenance company, and to carry on services incident thereto.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares. Such shares shall be of a single class of common stock, and each share shall have a par value of One Dollar (\$1).

ARTICLE V. PRINCIPAL OFFICE

The address of the corporation's principal office is 2800 N. Palm Aire Drive, City of Pompano Beach, County of Broward, State of Florida 33069.

ARTICLE VI. INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation and address is: Carlo D. Proserpi
2800 N. Palm Aire Drive
Pompano Beach, Florida 33069

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of the persons signing these articles of incorporation as a subscriber are:

<u>NAME</u>	<u>ADDRESS</u>
Carlo D. Prosperi	2800 N. Palm Aire Drive Pompano Beach, Florida 33069
Segundo A. Nunez	3671 N.W. 17th Way Ft. Lauderdale, Florida 33069

ARTICLE IX. DIRECTORS

The corporation is to be managed by directors. The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carlo D. Prosperi	2800 N. Palm Aire Drive Pompano Beach, Florida 33069
Segundo A. Nunez	3671 N.W. 17th Way Ft. Lauderdale, Florida 33069

The term of office of the directors shall be perpetual until the corporation is dissolved.

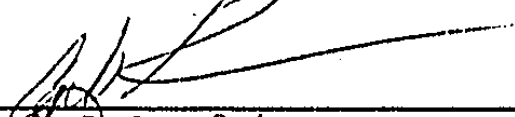
ARTICLE X. BYLAWS

The directors of the corporation have prepared and adopted bylaws. The internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

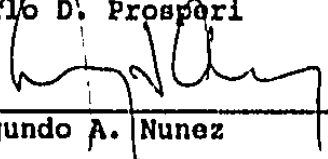
ARTICLE XI. DISSOLUTION

The corporation may dissolve with the filing of appropriate papers submitted to the Secretary of State. On dissolution, the corporate property and assets shall be used to pay any remaining liabilities. Any remaining assets are to be returned to the Directors.

The undersigned have executed these articles of incorporation
on February 28, 1996.



Carlo D. Prosperi



Segundo A. Nunez

Pres. / Treas.

Title

Secretary

Title

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Designation and Acceptance of Registered Agent

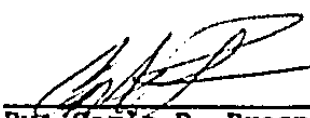
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: Prosperi Cleaning, Inc.
2. The name of the registered agent is: Carlo D. Prosperi
3. The address of the registered agent is:
2800 N. Palm Aire Drive, Pompano Beach, Florida 33069

Acceptance

Having been named as registered agent and designated to accept service of process for the above 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: Carlo D. Prosperi

Date: February 22, 1996