

**MUCHNICK  
WASSERMAN  
& DOLIN**

Attorneys At Law  
A Partnership of Professional Associations

P96000021547

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Jeffrey P. Wasserman, P.A.  
Susan L. Dolin, P.A.  
Daniel R. ...  
Merle Litwin (1936-1977)  
Stuart A. Rosenfeld, Of Counsel

**FILED**

96 MAR 5 PM 3:02  
Office  
TALLAHASSEE, FLORIDA  
District of Columbia Bars

March 4, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation of Nice Touch, Inc.

Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

1.	Filing Fee	\$35.00
2.	Registered Agent Fee	\$35.00
3.	Certificate of Status	<u>\$ 8.75</u>

\$78.75

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-03/06/96--01032--011  
++++78.75 +++++78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the envelope provided herein.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By: 

For: JEFFREY P. WASSERMAN, ESQ.

JPW:ci

Enclosures

cc: Agnes Owens  
Fanny Smith

3/1/96

**ARTICLES OF INCORPORATION**

**OF**

**NICE TOUCH, INC.**

**FILED**

96 MAR -6 PH 3:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME OF CORPORATION**

The name by which this Corporation will be known, and under which it will conduct business shall be: NICE TOUCH, INC.

**ARTICLE II**

**TERM OF DURATION**

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business upon the filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III**

**NATURE OF BUSINESS**

The general nature of the business, proposed object, and/or purpose to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

A. Drycleaning Business.

B. This Corporation may purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease possess, maintain, handle on consignment, own, hold for investment or otherwise use, exercise, operate, manage, conduct, perform, enjoy, make, borrow, guarantee, contract in respect of, trade and deal in, sell (whether wholesale or retail), enter, exchange, mortgage, pledge, future expansion, encumber, transfer, assign and in all other ways dispose of, assemble, build, construct, operate, manufacture, place, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including, but not money, credits, choses in action, securities, stocks, bonds, warrants, certificates, debentures, mortgages, notes on commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation (foreign or domestic) or of any government or subdivision, or agency thereof.

C. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

D. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guaranty contracts and other obligations.

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and

character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

F. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purpose, or object of, or attaining to the business, purpose, or object of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

#### **ARTICLE IV**

##### **CAPITALIZATION**

The amount of capital with which this Corporation will begin business shall be 1000 shares of Common Stock at \$1.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

#### **ARTICLE V**

##### **DIRECTORS**

The business, purposes, and object of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of not less than One (1) Director who shall act as its Chairperson and who shall exercise complete and absolute control of this Corporation. The number of Directors may be modified from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the



Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

### **ARTICLE VIII**

#### **SUBSCRIBER**

The name and address of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names &amp; Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
Fannie Smith 826 N.W. 7th Street Apt. 3 Hallandale, FL 33009	100	\$100.00

### **ARTICLE IX**

#### **SUBSIDIARIES**

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

### **ARTICLE X**

#### **DIVISIONS**

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purpose, and/or object of this Corporation and/or any and all Subsidiaries thereof.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XII**

### **AMENDMENTS**

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of three-fourths (3/4) of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

## **ARTICLE XIII**

### **BYLAWS**

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation, business, purpose, and/or object of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 4<sup>th</sup> day of MARCH, A.D., 1996.

Fannie Smith  
FANNIE SMITH, Incorporator

**AFFIDAVIT**

STATE OF FLORIDA       )  
                                  )§  
COUNTY OF BROWARD    )

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments; Fannie Smith, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned.

Fannie Smith  
Fannie Smith, Incorporator

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of March, 1996, by Fannie Smith, who is personally known to me or who has produced a FLORIDA driver's license as identification and who did take an oath.

Sign: Charlene Irvin  
Print: CHARLENE IRVIN  
Notary Public, State of Florida

My Commission Expires:



CHARLENE H IRVIN  
My Commission CC439832  
Expires Jan. 13, 1997  
Bonded by HAI  
800-422-1565



**CERTIFICATE OF DESIGNATION**

**FILED**

**REGISTERED AGENT/REGISTERED OFFICE 96 MAR -6 PM 3:02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, 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:

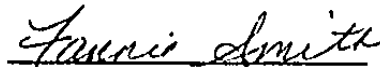
**NICE TOUCH, INC.**

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

**FANNIE SMITH  
835 SOUTH 21ST AVENUE  
HOLLYWOOD, FL 33020**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

DATED this 4 day of MARCH, 1996.



**Fannie Smith  
Registered Agent**