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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301  
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK  
EDWARD C. AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D. AKEL  
H. LEON HOLBROOK, III  
JOHN H. STIEFEL, JR.  
THOMAS H. RAY

TELEPHONE  
(904) 356-8311

FACSIMILE  
(904) 356-7330

April 1, 1996

40000017088464  
04/03/96--01097--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporations Division  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
ACM Acquisition Corp.  
Check for \$70.00

96 APR - 1 10 01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ladies and Gentlemen:

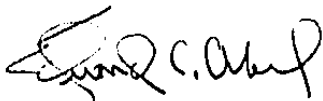
We enclose the referenced corporate document, in duplicate, together with our check for your fee for filing and furnishing a certified copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return a certified copy to the undersigned. Please advise us if you require anything further.

Also enclosed are our letter with Articles of Amendment and filing fees to change the names of ACM ACQUISITION CORP and ACE CLEANING & MAINTENANCE SERVICE, INC.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/lm  
Enclosure

cc: Mr. Daniel S. Andrews  
Judy Powell, CPA

New Articles

4/3/96

Sp

ARTICLES OF INCORPORATION  
OF  
ACM ACQUISITION CORP.

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FILED  
96 APR -1 AM 10: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: ACM ACQUISITION CORP.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of  
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on April 1, 1996.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

Daniel S. Andrews  
1738 Kings Avenue  
Jacksonville, Florida 32207

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one (1).

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Daniel S. Andrews	1738 Kings Avenue Jacksonville, Florida 32207

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
EDWARD C. AKEL	1 Independent Drive, Suite 2301 Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by


reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is EDWARD C. AKEL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

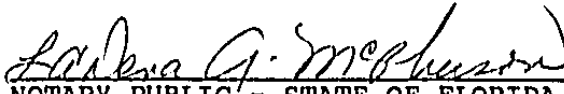
  
\_\_\_\_\_  
EDWARD C. AKEL

STATE OF FLORIDA

COUNTY OF DUVAL


I heroby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared EDWARD C. AKEL, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of April, A. D. 1996.

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_ OFFICIAL NOTARY SEAL  
My Commission Expires \_\_\_\_\_ LORETTA A. McPHERSON  
Commission No.: \_\_\_\_\_ COMMISSION NUMBER  
CC 336771  
MY COMMISSION EXPIRES  
OCTOBER 20, 1998

ACKNOWLEDGEMENT AND ACCEPTANCE  
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
EDWARD C. AKEL

P96000028855

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK  
EDWARD C. AKEL  
KATHLEEN HOLBROOK COLD  
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JOHN H. STIEFEL, JR.  
THOMAS H. RAY

TELEPHONE  
(904) 386-6311

FACSIMILE  
(904) 386-7330

April 1, 1996

Secretary of State  
Corporations Division  
The Capitol  
P. O. Box 6327  
Tallahassee, Florida 32314

900001779798  
-04/15/96--01034--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment for Ace Cleaning & Maintenance Service, Inc.  
Articles of Amendment for ACM Acquisition Corp.

FILED  
APR - 1 AM 10:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Dear Ladies and Gentlemen:

We enclose the following:

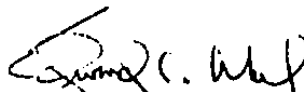
1. Original and copy of Articles of Amendment for Ace Cleaning & Maintenance Service, Inc. changing its name to H. C. Andrews Investments, Inc. together with our check in the amount of \$35.00 for your fee for filing and furnishing us with an acknowledgement copy.

2. Original and copy of Articles of Amendment for ACM Acquisition Corp. changing its name to Ace Cleaning & Maintenance Service, Inc. together with our check in the amount of \$35.00 for your fee for filing and furnishing us with an acknowledgement copy.

PLEASE FILE THESE AT THE SAME TIME. Please advise us, in writing, of the approval and filing of these instruments and return an acknowledgement copy of each to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,

  
EDWARD C. AKEL

NIC Amend  
38  
4/3/96

ECA/lm  
Enclosures

cc: Mr. Daniel S. Andrews  
Judy Powell, CPA



ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
ACM ACQUISITION CORP.  
Changing its Name to  
ACE CLEANING & MAINTENANCE SERVICE, INC.

FILED  
96 APR -1 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of this corporation are amended as follows:

1. Article I is amended to change the name of this corporation to: ACE CLEANING & MAINTENANCE SERVICE, INC.
2. The effective date of this amendment shall be April 1, 1996 for tax and accounting purposes.
3. This amendment was adopted and approved by the directors and by the unanimous vote of all shareholders entitled to vote of this corporation at a joint meeting held on April 1, 1996.

Attest:

ACM ACQUISITION CORP.

Daniel S. Andrews  
Secretary

By Daniel S. Andrews  
Its President

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1 day of April, 1996, by DANIEL S. ANDREWS, President of ACM ACQUISITION CORP., a Florida corporation, on behalf of the corporation,            personally known to me; or  who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.

Ladana G. McPherson  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name:            OFFICIAL NOTARY SEAL  
My Commission Expires            LADANA G. MCPHERSON  
Commission No.:            COMMISSION NUMBER  
           CC 222711  
MY COMMISSION EXPIRES  
OCTOBER 29, 1998