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INFANTINO AND BERMAN  
ATTORNEYS AT LAW

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32789  
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Mailing Address:  
P.O. Drawer 80  
Winter Park, Florida  
32789-0080

June 25, 1996

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

900001878349  
-06/27/96--01077--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Joe's Cleaners, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB  
Enclosures

FILED  
96 JUN 27 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-28-96  
KR

FILED

96 JUN 27 AM 9:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is Joe's Cleaners, Inc.

ARTICLE II

The principal office and mailing address of the corporation is  
151 N. Orlando Ave., #135, Winter Park, Florida 32789.

ARTICLE III

The number of shares the corporation is authorized to issue is  
10,000 common, \$1.00 par value, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of  
future distributions of stock. The board of directors shall have  
the authority to fix the procedures for exercising such rights at  
the time of future distributions of stock.

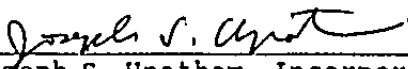
ARTICLE V

The street address of the corporation's initial registered  
agent is 180 S. Knowles Ave., Winter Park, Florida 32789, and the  
corporation's initial registered agent is Jed Berman.

ARTICLE VI

The name and address of the Incorporator is Joseph S. Upatham,  
151 N. Orlando Ave., #135, Winter Park, Florida 32789.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand  
and seal this 19th day of June, 1996.

  
Joseph S. Upatham, Incorporator

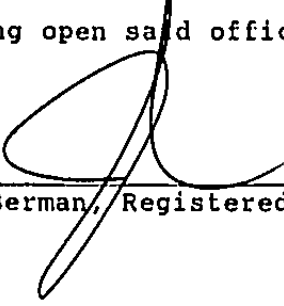
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESSED MAY  
BE SERVED.

Pursuant to Fla. Stat. 48.091, the following is submitted in  
compliance thereof.

That Joe's Cleaners, Inc. desiring to organize under the laws  
of the State of Florida, has named Jed Berman, located at 180 S.  
Knowles Ave., Winter Park, State of Florida, as its registered  
agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for Joe's  
Cleaners, Inc. at the place designated in this certificate, I  
hereby accept said designation and agree to comply with the  
statutory requirement relevant to keeping open said office.

  
Jed Berman, Registered Agent

FILED  
96 JUN 27 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA