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LAW OFFICES
COBB COLE & BELL
131 N. GADSDEN STREET
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 881-3833
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 3:54

THOMAS T. COHN
W. WARREN COLE, JR.
SAMUEL D. HELL III
JAY D. HOND, JR.
JONATHAN D. KANEY JR.
J. LESTER KANEY
JOHN J. UPCHURCH
JAMES M. HANCLAY
C. ALLEN WATTS
LARRY D. HANSEN
KEVIN A. CHOWLEY
THOMAS S. HART
TERENCE M. WHITE
THEODORE E. MACK
JAMES L. MARTINEZ
KENNETH R. ARTH
DREDDY D. BELL
SCOTT W. CICHON
J. JOAQUIN FARRERAS
JOHN PAUL JOHNS
ROBERT A. HERNELL III
DENNIS R. HAYEN
CAROL A. FORTINAH
MIGUEL A. OLIVELLA, JR.
DARYL BUTLER
LISA J. LONG
RENEE K. FEHL
WILLIAM H. HUGHES III
STEVEN H. MALOMO
BRUCE A. HANNA
ROBERT W. LLOYD
JOHN P. FERROUSO
JAMES ANDREW HANAN
JONATHAN D. KANEY III
DOUGLAS D. BELL
LEONARD MARINACCIO III
MICHAEL W. CARLSON
JOHN N. UPCHURCH

September 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: We Clean Your Way, Inc.

Dear Sir or Madam:

Enclosed herewith find the original and a copy of proposed Articles of Incorporation for the above named corporation, a Registered Agent Designation, and our check to your order to cover the following items:

| | | |
|----|---|-----------------|
| 1. | Filing | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | 52.50 |
| 3. | Registered Agent Designation | <u>35.00</u> |
| | TOTAL | \$122.50 |

OF COUNSEL
PHILIP H. ELIOTT, JR.
CASEY J. GLUCKMAN
PAUL N. UPCHURCH
BARBARA J. STARGO
DONALD A. REIT

MEDIATION COUNSEL
C. WELBORN DANIEL
ROBERT P. MILLER
MICHELLE J. BROCKOCH
CANDACE W. WATSON
JOHN S. HEELY, JR.
PHILIP A. FEDERICO
JOHN S. ANDREWS
STEVEN H. SEIBERT
KENNETH R. RONEY
JAMES A. SIBBERSON

GOVERNMENTAL CONSULTANT
PAIGE CARTER-SMITH

DAYTONA BEACH
150 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115
(904) 255-8171
DELAND (904) 738-7700
TELECOPIER (904) 255-8068

MAITLAND
900 WINDERLEY PLACE
SUITE 122
MAITLAND, FLORIDA 32751
(407) 681-1123
TELECOPIER (407) 681-5743

PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
(904) 446-2622
TELECOPIER (904) 446-2654

TAMPA BAY
100 CARILLON PARKWAY, STE. 190
ST. PETERSBURG, FLORIDA 33716
(813) 556-0077
TELECOPIER (813) 556-0087

Please send us a certified copy of the Articles of Incorporation.

Sincerely,

William H. Hughes III
William H. Hughes III

WHH:kb

Enclosures

Will wait

ARTICLES OF INCORPORATION
OF

We Clean Your Way, Inc.

A Florida Corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE 1

NAME

The name of this corporation is: We Clean Your Way, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common voting stock having a par value of \$50.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 2109 Country Club Drive, Tallahassee, Florida 32301. The name and address of the initial registered agent of the corporation is William H. Hughes III, Cobb Cole & Bell, 131 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is 2 and the name and address of each person who is to serve as a member thereof are as follows:

Mildred Brickler
Vice President
1000 Branch Street
Tallahassee, Florida 32303

Terry Steaple
President and Secretary Treasurer
2109 Country Club Drive
Tallahassee, Florida 32301

The number of directors may be changed from time to time by the bylaws.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Terry Steaple
2109 Country Club Drive
Tallahassee, Florida 32301

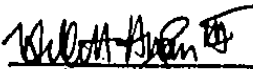
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 3rd day of September, 1996.



Terry Steaple

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 3rd day of September,
1996, by Terry Steaple, who is personally known to me or has produced
_____ as identification.

NOTARY PUBLIC:

Sign: 
WILLIAM H. HUGHES III
State of Florida At Large
(Seal)
My Commission Expires: 3/16/97
Title/Rank:
Commission Number: 267292



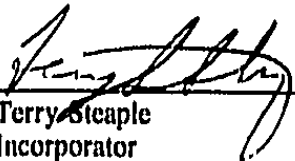
CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 3:54

Pursuant to Section 48.091, Florida Statutes, We Clean Your Way, Inc. hereby designates William H. Hughes III, Cobb Cole & Bell, 131 North Gadsden Street, Tallahassee, Florida 32301, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

We Clean Your Way, Inc.

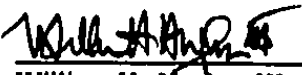
By:


Terry Steaple
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of We Clean Your Way, Inc. for service of process within the State of Florida.

By:


William H. Hughes III
131 North Gadsden Street
Tallahassee, Florida 32301