

P9700000 8042

TERRY BARNES  
1070 GROVE PARK DRIVE EAST  
ORANGE PARK, FLORIDA 32073  
(904) 269-1983

November 27, 1996

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

400002027324--5  
-12/12/96--01063--003  
\*\*\*\*127.50 \*\*\*\*127.50

Re: INFINITI CLEANING, INC.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced Florida corporation. Also enclosed is our check in the amount of \$127.50 to cover your fees.

Please furnish us with a certified copy thereof. Should you have any questions whatsoever with regard to this matter, please call me at 904-269-1983. Thank you for your assistance in this matter.

Sincerely,

  
Terry Barnes

TB/dm  
Enclosures

FILED  
97 JAN 28 AM 11:22  
SECRET  
TALLAHASSEE, FLORIDA

W96-26262

SN DEC 13 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1996

TERRY BARNES  
1070 GROVE PARK DR. E.  
ORANGE PARK, FL 32073

SUBJECT: INFINITI CLEANING, INC.  
Ref. Number: W96000026262

We have received your document for INFINITI CLEANING, INC. and your check(s) totaling \$127.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 796A00055802

Please make corporation effective January 2,  
1997 so we won't have to file annual report  
this year.

Thanks!

ARTICLES OF INCORPORATION  
OF

INFINITI CLEANING, INC.

FILED

97 JAN 28 AM 11:22

The undersigned hereby file these Articles of Incorporation <sup>STATE</sup> ~~INCORPORATION~~ <sup>FLORIDA</sup> for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: INFINITI CLEANING, INC.

ARTICLE II

The general nature of the businesses to be transacted by the corporation shall be as follows:

- (a) To provide janitorial services to commercial businesses;
- (b) To buy, sell, and otherwise dispose of, hold, own, improve, lease, mortgage, and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;
- (c) To buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate, and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;
- (d) To acquire by subscription, purchase, or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate, and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies,

and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation, or enhancement in value of any securities, choses in action, properties, or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers, and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue, and transfer promissory notes, debentures, bills of exchange, bonds, warrants, and other negotiable or transferable instruments, and to issue, sell, and dispose of bonds, notes, debentures, or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise;

(f) To acquire the goodwill, rights, and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association, or corporation; to pay therefor in cash the stock, bonds, notes, debentures, or other obligations of the corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of

the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(g) To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association, or individual to the extent the Board of Directors deems advisable to promote the business, interests, and purposes of the corporation, and any corporation whose stocks, bonds, securities, or other obligations are in any manner, either directly or indirectly, held or guaranteed by the corporation; to do any and all other acts or things toward the protection, conservation, or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any acts or things designed to accomplish any such purpose;

(h) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures, or other securities of the corporation, to the extent permitted by law;

(i) To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trademarks, and trade names relating to or useful in

connection with any business of the corporation;

(j) To enter into, make, perform, and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions, or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental (municipal or public authority, domestic or foreign) located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal, or public authority any rights, privileges, or concession which the corporation may think desirable to obtain and to carry out, exercise, and comply with any such rights, privileges, and concessions;

(k) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities, or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use, exercise, and enjoy all of the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the

enumeration of the objects, powers, or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers, and purposes of the corporation; and that the objects, powers, and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers, and objects.

#### ARTICLE III

The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be Seven Thousand Five Hundred (7,500) shares having a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the capital stock or securities of the corporation; the corporation, from time to time, may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock, and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the corporation without offering such shares, rights, or options to purchase shares, bonds, notes, debentures, or other securities (whether now or hereafter authorized) to the stockholders then holding shares of its capital stock.

#### ARTICLE IV

The corporation shall have perpetual existence.

#### ARTICLE V

The street address of the initial principal and registered office of this corporation in Florida shall be 1070 Grove Park

Drive East, Orange Park, FL 32073. Its initial registered agent at that address shall be TERRY BARNES. The Board of Directors may change the registered or principal office and registered agent of the corporation upon notification to the proper authorities.

#### ARTICLE VI

The number of Directors of this corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the By-Laws.

#### ARTICLE VII

The name and street address of the member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successors are elected and have qualified, is as follows:

NAME	ADDRESS
TERRY BARNES	1070 Grove Park Drive East, Orange Park, Florida 32073

#### ARTICLE VI

The name and street address of the subscriber of these Articles of Incorporation is as follows:

NAME	ADDRESS
TERRY BARNES	1070 Grove Park Drive East Orange Park, Florida 32073

#### ARTICLE IX

The corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase, and redemption of shares of



stock of the corporation.

#### ARTICLE X

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation, except such as may be by statutes or by the Articles or Incorporation or amendment thereto or by the Bylaws as constituted from time to time, expressly conferred upon, or reserved to the stockholders.

(2) Subject always to such Bylaws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter, and amend the Bylaws of the corporation, but any Bylaws adopted, altered, or amended by the Directors may be altered, amended, or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the Bylaws; such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as many be determined from time to time by the Board of Directors, subject o the Bylaws.

(4) No Director or officers of this corporation shall, in the absence of fraud, be disqualified by his office from dealing or

contracting with this corporation, either as vendor, purchaser, or otherwise; nor, in the absence of fraud, shall any contract, transaction, or act of this corporation be void or voidable or affected by reason of the fact that any such Director or officer or any firm of which any such Director or officer is a member or any employee or any corporation of which any such Director or officer is an officer, director, stockholder, or employee has any interest in such contract, transaction, or act, whether or not adverse to the interest of this corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this corporation upon such contract, transaction, or act; and no Director or Directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction, or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### ARTICLE XI

This corporation reserves the right to amend, alter, change, or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida; I hereby make, subscribe, acknowledge, and file in this office of the

Secretary of State of the State of Florida these Articles of  
Incorporation and certify that the facts herein stated are true,  
all on this 29th day of November, 1996.

Terry Barnes (SEAL)  
TERRY BARNES

STATE OF FLORIDA )  
                                  ss  
COUNTY OF CLAY )

BEFORE ME, the undersigned authority, personally appeared  
this day, TERRY BARNES, the party to the foregoing Articles of  
Incorporation, to me well known, ~~or has provided~~  
                     as identification, and to me known to be the individual  
described in and who executed the foregoing Articles of  
Incorporation, and he acknowledged before me that he made,  
subscribed, and acknowledged the foregoing Articles of  
Incorporation as his voluntary act and deed and that the facts set  
forth therein are true and correct.

WITNESS my hand and official seal on this 29th day of November, 1996.

Debra Ann McKale  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

(Notarial Seal)




DEBRA ANN MCKALE  
MY COMMISSION # CC415153 EXPIRES  
October 20, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

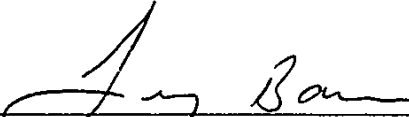
That INFINITI CLEANING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Orange Park, County of Clay, State of Florida, has named TERRY BARNES, located at 1070 Grove Park Drive East, County of Clay, State of Florida, as its agent to accept service of process within the state of Florida.

INFINITI CLEANING, INC.

  
BY TERRY BARNES

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept such appointment and agree to act in this capacity and agree to comply with the provisions of law relating to keeping said office open.

  
\_\_\_\_\_  
REGISTERED AGENT

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA