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March , 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-03/31/97--01016--016
***122.50 ***122.50

Re: Happy Bear Professional Cleaners, Inc.

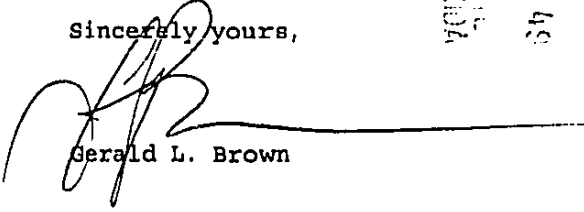
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of Happy Bear Professional Cleaners, Inc. Our firm check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$122.50

If you have any questions, please give me a call.

Sincerely yours,


Gerald L. Brown

GLB:las

Enclosure

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TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

HAPPY BEAR PROFESSIONAL CLEANERS, INC.

ARTICLE ONE - NAME

The name of the corporation is HAPPY BEAR PROFESSIONAL CLEANERS, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 9912 Hillview Road, Pensacola, Florida 32514 with a mailing address of 9912 Hillview Road, Pensacola, Florida 32514 and the name of the initial registered agent of this corporation at that address is Richard A. Pope.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

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to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Richard A. Pope

9912 Hillview Road
Pensacola, Florida 32514

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Richard A. Pope, 9112 Hillview Road, Pensacola, Florida 32514.

ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27th day of March, 1997.

Richard A. Pope
Richard A. Pope, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of March, 1997 by Richard A. Pope, who is personally known to me and who did not take an oath.

Linda S. Lewis (SEAL)
LINDA S. LEWIS

"Notary Public-State of Florida"
My Commission Expires Dec. 7, 1997.
CC327430

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


HAPPY BEAR PROFESSIONAL CLEANERS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--that HAPPY BEAR PROFESSIONAL CLEANERS, INC. desiring to organize
under the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at City of Pensacola, County of Escambia, State
of Florida has named Richard A. Pope located at 9912 Hillview Road, City of
Pensacola, County of Escambia, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Richard A. Pope, Registered Agent

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