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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AF CLEANERS, INC.

AUDIT NUMBER.....H97000009437

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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H97000009437 ARTICLES OF INCORPORATION

OF

AF CLEANERS, INC.

The undersigned subscribe to these Articles of Incorporation, for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be AF CLEANERS, INC.

This corporation is to exist perpetually. Its business shall be carried in Dade County, Florida, and at such other points or places in the State of Florida, in the United States and foreign countries as may, from time to time, when be authorized by the Board of Directors. Its main office shall be at 120 SW 13TH STREET, MIAMI, FLORIDA 33130. It shall commence its existence on June 9, 1997

ARTICLE II

The general nature of the business to be transacted is as follows:

This instrument was prepared by
ELOY A. FERNANDEZ, ESQUIRE
782 N.W. LeJeune Road
Suite 603 Miami
Florida 33126
Tel (305) 448-1200
FL Bar No. 232181

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97 JUN -9 AM 8:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SECTION I: To clean, press, renovate, repair, dye, finish and otherwise service fabrics and wearing apparel of all kinds, and in general to engage in the cleaning and dyeing business in all of its phases and to manufacture, produce, buy, hold, sell, and deal in all materials, equipment, and personal property appurtenant or incident to and useful in the cleaning and dyeing business.

SECTION II: To engage in any business and to execute any and all powers authorized and permitted by virtue of the Corporate Law of the State of Florida. This corporation shall have all the general powers but no recitation, expression, or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be SIX HUNDRED (600) shares at TEN 00/100 dollars (\$10.00) par value.

ARTICLE IV

The minimum capital requirements of this corporation shall be located in Dade County, Florida and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

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ARTICLE V

This corporation shall have two Directors initially.

The number of Directors may be increased from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VI

The name and post office address of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO FIGUEROA	9017 SW 23 LANE MIAMI, FLORIDA 33166
ANTONIO FIGUEROA JR.	1460 NW 102 WAY CORAL SPRINGS, FLORIDA 33071

The offices to be held by the above-named Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>
ANTONIO FIGUEROA JR.	PRESIDENT
ANTONIO FIGUEROA	SECRETARY/TREASURER

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ARTICLE VII

The names and post office addresses of the subscribers of these Articles of Incorporation and a statement of the number of shares of stock which he agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
ANTONIO FIGUEROA	9017 SW 23 LANE MIAMI, FLORIDA 33166	120	\$1,200.00
ANTONIO FIGUEROA JR.	1450 NW 102 WAY CORAL SPRINGS, FL 33071	480	\$4,800.00

ARTICLE VIII

The name of the initial registered agent of this corporation at that address is
ANTONIO FIGUEROA JR. whose address is 1450 NW 102 WAY, CORAL
SPRINGS, FLORIDA 33071.

ARTICLE IX

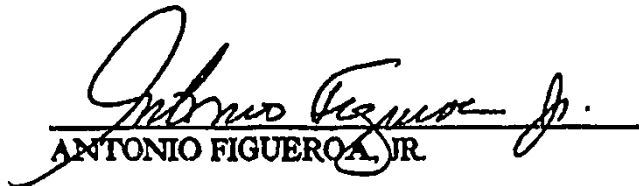
The provisions of this Charter, and each of every article and section hereof, and the By-Laws of this corporation shall be governed by the laws of the State of Florida. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

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IN WITNESS WHEREOF, I have hereunto set my hands and seal this 9th day of June,
1997.


ANTONIO FIGUEROA, JR.


ANTONIO FIGUEROA

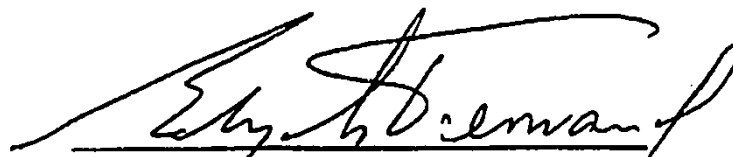
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me at Miami, Florida, this 9th day of
June, 1997 by ANTONIO FIGUEROA JR. and ANTONIO FIGUEROA, who are
personally known to me.

My Commission Expires:



ELOY A. FERNANDEZ
COMMISSION # CC 631081
EXPIRES MAR 30, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


ELOY A. FERNANDEZ
NOTARY PUBLIC, STATE OF FLORIDA

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

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

That AF 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 Miami, County of Dade, State of Florida, has named ANTONIO FIGUEROA JR., located at 1450 NW 102 WAY, CORAL SPRINGS, FLORIDA 33071, as its agent to accept service of process within this State.

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


ANTONIO FIGUEROA JR.

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97 JUN -9 AM 8:00
SECRET
DIVISION OF
STATE AFFAIRS