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((H97000009775 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: HAPPY CLEANERS, INC.

AUDIT NUMBER.....H97000009775

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

(PRINT (capital letters in black ink) or type)

ARTICLE I - CORPORATE NAME:

The name of the Corporation shall be:

HAPPY CLEANERS, INC.

ARTICLE II - CORPORATE POWERS:

ARTICLE II - CORPORATE PURPOSE:
The Corporation is organized for the purpose of transacting any and all business, for which a corporation may be organized in the State of Florida.

(Profession, if a P.A.: _____)

ARTICLE III - CAPITAL STOCK:

ARTICLE III - CAPITAL STOCK:
The authorized capital stock of the Corporation shall be 5,000 shares of common stock, with a par value of \$1 per share. The Corporation plans to initially issue 1,000 shares, reserving the balance for subsequent issuance.

ARTICLE IV - INCORPORATOR/DIRECTOR/REGISTERED AGENT/ADDRESS
/PRINCIPAL ADDRESS:

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

NAME

ADDRESS

Michael B...
(Signature)

4421 NF 30 TER.

STREET address)

MICHAEL BONNER (NAME)

LIGHTHOUSE POINT FL 33064

(City, State, Zip)

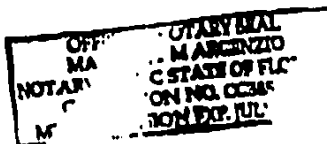
PREPARED BY: MARTIN RAPPAPORT CPA PA
4300 N UNIVERSITY DR B-102
LAUDERHILL FL 33351 (954) 572-6006

STATE OF FLORIDA)

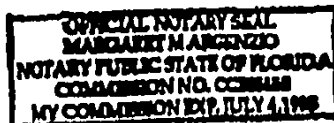
COUNTY OF Broward)

COUNTY OF HONOLULU

SWORN TO AND SUBSCRIBED before me, this 13 day of June 1997



FLORIDA NOTARY PUBLIC



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**CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That HAPPY 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 LIGHTHOUSE POINT, County of BROWARD, State of Florida has named MICHAEL BOENNA located at 4421 NE 30 TER, City of LIGHTHOUSE POINT, County of BROWARD, State of Florida, as its agent to accept service of process within.

ACKNOWLEDGEMENT: (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.

By: Michael Boenna

Signature
Registered Agent

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