

Henry R. Barksdale, Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: Clean-Pro of Northwest Florida, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 to cover the following:

Filing Fees-	\$20.00
Certified Copy-	\$30.00
Registered Agent Designation-	\$20.00
TOTAL	\$70.00

Please file these Articles in your office as a Florida Corporation and return a certified copy of the same at your earliest convenience.

Your kind attention to this matter is appreciated.

Yours very truly,


Henry R. Barksdale

HRB:gb
Enclosures

cc: David C. Namnick
David L. Bender
Larry W. Fowler

F. CHASE FOWLER

AUG 5 1997

ARTICLES OF INCORPORATION
OF
CLEAN-PRO OF NORTHWEST FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation hereby associate ourselves together for the purpose of forming a corporation for profit under the laws of the State of Florida .

ARTICLE I

NAME

The name of this corporation shall be: CLEAN-PRO OF NORTHWEST FLORIDA,
INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be and is to engage in every aspect of the business of house and business cleaning, contractual buying and selling property real and personal, and to perform all such business as authorized for a general corporation in the State of Florida, construction of buildings, operate a management company, including buying, selling, and holding stock in other corporations.

This corporation may invest its funds in real estate, mortgages, stock, bonds, and other types of investments to its purpose of a general corporation.

ARTICLE III

STOCK

The maximum number of shares of common stock that the corporation is authorized to have

outstanding at any time shall be five hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable. The stockholders shall have no pre-emptive rights except as provided herein, with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be and is the sum of Five Hundred Dollars (\$500).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 121 Woodbine Circle, Ft. Walton, Beach, Florida 32548.

ARTICLE VII

DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members 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 their successors are elected and have qualified, are as follows:

David Clive Namniek, 121 Woodbine Circle, Ft. Walton Beach, Florida 32548
David Lewis Bender, 1640 9th Avenue North, St. Petersburg, Florida 33713
Larry Wayne Fowler, 724 Sailfish Drive, Ft. Walton, Beach, Florida 32548

ARTICLE XIV

SUBSCRIBERS

The name and post office address of each subscriber of these articles of incorporation as follows:

DAVID CLIVE NAMNIEK, 121 WOODBINE CIRCLE, FT. WALTON BEACH, FLORIDA 32548. The subscribers certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business, as set for in Article IV hereinbefore.

ARTICLE X

STOCK TRANSFER

In furtherance of and not in limitation of the powers conferred by statute, 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 by-laws, 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 statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the by-laws and 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 by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XI

AMENDMENTS TO CHARTER

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

ARTICLE XII

SALE OR TRANSFER OF STOCK

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within 5 days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares

referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such *proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.*

3. If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in any number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

ARTICLE XIII

Each common shareholder of the corporation shall be entitled to full preemptive rights to

acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares which may be issued at any time by the corporation.

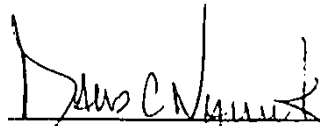
ARTICLE XIV

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

DESIGNATION OF RESIDENT AGENT

That DAVID CLIVE NAMNIEK, 121 WOODBINE CIRCLE, FT. WALTON BEACH, FLORIDA 32548, is hereby named Registered Resident Agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the 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 this on the 31st day of July, 1997.

 (SEAL)
DAVID C. NAMNIEK

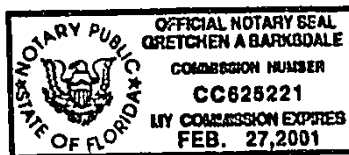
STATE OF FLORIDA)

COUNTY OF SANTA ROSA)

BEFORE ME, the undersigned authority, personally appeared, DAVID C. NAMNIEK, who

is personally known to me or who produced the following as identification, Florida Driver's Licenses,
[Signature] and _____, and known to me to be the person
described as subscriber any incorporator in and who executed the foregoing Articles of Incorporation,
and they acknowledged to and before me that he subscribed the same for the purposes therein
expressed.

WITNESS my hand and official seal this 31st day of July, 1997.



[Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires



ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for CLEAN-PRO OF NORTHWEST
FLORIDA, INC., 121 WOODBINE CIRCLE, FT. WALTON BEACH, FLORIDA 32548, at the
place designated herein, I hereby accept to act in this capacity and agree to comply with the provision
of said act relative to keeping open said office.

[Signature]
REGISTERED RESIDENT AGENT
DAVID C. NAMNIEK

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