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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

FILED
97 SEP -2 PM 12:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: QUALITY ONE PRICE CLEANERS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50; \$70.00 for filing fee and registered agent fee and \$52.50 for certified copy.

FROM: Barbara King

13123 Sunshine Circle

Clermont, Florida 34711

PHONE: (352) 242-1490

Enclosures
Original and One Copy of Articles

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TM-9/4/97

**ARTICLES OF INCORPORATION
OF
QUALITY ONE PRICE CLEANERS, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: **QUALITY ONE PRICE CLEANERS, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation is:

13123 SUNSHINE CIRCLE., CLERMONT, Florida 34711

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the filing, Dry Cleaning and Laundry, Alterations and Shoe repair.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being one hundred (100) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Page One Article of Incorporation Quality One Price Cleaners, INC.

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ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

BARBARA KING
13123 Sunshine Circle.
Clermont, Florida 34711

ARTICLE VII

Initial Board of Directors. This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
MARIE MANELLA, President, Treasurer	13123 Sunshine Circle., Clermont, FL 34711
BARBARA KING, Vice President, Secretary	13123 Sunshine Circle. Clermont, FL 34711

ARTICLE VIII

Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
BARBARA KING	13123 Sunshine Circle, Clermont, FL 34711
MARIE MANELLA	13123 Sunshine Circle. Clermont, FL 34711

ARTICLE IX

Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 26th day of August, 1997.

Lori R. Kestubenko
Shirley Fote

Witnesses as to all
incorporators signatures
and to Registered Agent
Signature

Barbara King
BARBARA KING
Marie Manella
MARIE MANELLA

Barbara King
REGISTERED AGENT

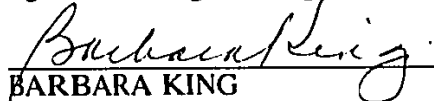
**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: QUALITY ONE PRICE CLEANERS, INC.
2. The name and address of the registered agent and office is:
BARBARA KING
13123 Sunshine Circle
Clermont, FL34711
Agent.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent


BARBARA KING

Date of Signature: 8-26-97

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