

P97000077029

TX#97 FLORIDA DIVISION OF CORPORATIONS  
8:40 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000014314 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: INCENTIVE CLEANERS, INC. AUDIT NUMBER.....H97000014314 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 7 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..  
\$122.50 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
97 SEP -5 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-20056

1 E. McKnight SEP 05 1997

447000074374

FILED  
97 SEP -5 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
INCENTIVE CLEANERS, INC.

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this Certificate set forth:

ARTICLE I

The name of the Corporation shall be INCENTIVE CLEANERS, INC.

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on are to any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

A. To engage in the business of dry cleaning and laundry and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the

Michael J. Alman, Esq.  
2450 Hollywood Boulevard, Ste 401  
Hollywood, Florida 33020  
(954) 923-4477  
Bar No. 368121

447000074374

liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks, and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of

incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

1471000019317

ARTICLE VIII

The name and post office address of the Incorporator is as

follows:

PAULINE DAVIS  
19600 N.E. 1st Place  
Miami, Florida 33179

The names and address of each director and a statement of the number of shares of stock which they agree to take are as follows:

PAULINE DAVIS  
19600 N.E. 1st Place  
Miami, Florida 33179

1000

ARTICLE IX

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in

1177000014314

payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law, and all rights conferred on Officers, Directors and Stockholders herein and granted subject to this reserve.

#### ARTICLE X

The officers of this corporation are as follows:

PAULINE DAVIS

President/Secretary/Treasurer

1177000014314

1177000079314

ARTICLE XI

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

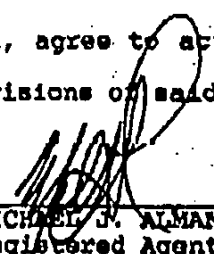
ARTICLE XII

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That INCENTIVE CLEANERS, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated MICHAEL J. ALMAN, ESQ. to accept service of process within this State. Having been designated as Registered Agent for the above stated corporation, I hereby accept the position, agree to act in this capacity, and comply in full with the provisions of said act.

DATED this 26th day of August, 1997.

  
MICHAEL J. ALMAN  
Registered Agent

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this state is as follows:

FILED  
97 SEP -5 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1177000014314

1177000014314

1197000014314

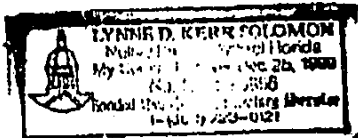
MICHAEL J. ALMAN, ESQ.  
2450 Hollywood Boulevard  
Suite 401  
Hollywood, Florida 33020

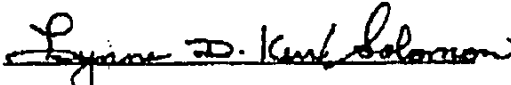
IN WITNESS WHEREOF, I have hereunto subscribed my name and  
affixed our seal at Hollywood, Broward County, Florida this  
26<sup>th</sup> day of August, 1997.

  
PAULINE DAVIS

STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup>  
day of August, 1997 by PAULINE DAVIS who has produced her Drivers  
License and who did take an oath.



  
Notary Public State of Florida

1197000014314