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October 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 12:33

RE: Articles of Incorporation of
A FAMILY AFFAIR CARPET CARE, INC.

Dear Sir/Madam:

We have enclosed an original and one copy of the Articles of Incorporation for the above referenced, which we would appreciate your filing. Also enclosed is our check in the amount of \$122.50 to cover the following costs:

Filing	\$ 35.00
One Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>

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\$122.50

Please return a certified copy of the Articles to our office at the address listed above. Thank you for your assistance.

Yours very truly,

Frank B. Metcalf

Frank B. Metcalf

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FBM:aw
Enclosures.

D. BROWN OCT. 13. 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 12:33

ARTICLES OF INCORPORATION
OF

A FAMILY AFFAIR CARPET CARE, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is A FAMILY AFFAIR CARPET CARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: A FAMILY AFFAIR CARPET CARE, INC., 619 Perdido Drive, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 20,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 619 Perdido Drive, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is Reginald L. Black.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Reginald L. Black
619 Perdido Drive
Orange Park, Florida 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial director of the corporation are:

Reginald L. Black
619 Perdido Drive
Orange Park, Florida 32073

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) To engage in the business of carpet cleaning.
- (b) And the doing of any and all things related thereto.
- (c) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (d) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

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 Incorporator has executed these Articles of Incorporation, this 2nd day of October, 1997.

Reginald L. Black
REGINALD L. BLACK

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared REGINALD L. BLACK, who is personally known to me or who has produced FL Drivers License as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of October, 1997.

Alicia A. Wilson
Alicia A. Wilson
Notary Public, State of Florida
My Commission Expires: 2/8/2000

(Seal)



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

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

First - A FAMILY AFFAIR CARPET CARE, INC., desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation as 619 Perdido
Drive, Orange Park, County of Clay, State of Florida, has named
Reginald L. Black, 619 Perdido Drive, Orange Park, County of Clay,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

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 the
provisions of said Act relative to keeping open said office.

Reginald L. Black
REGINALD L. BLACK

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