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TO: DIVISION OF CORPORATIONS

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NAME: J. & J. CLEANERS, INC.

AUDIT NUMBER.....H97000018869

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

November 13, 1997

**EMPIRE**

**SUBJECT: J & J CLEANERS, INC.**  
**REF: W97000025644**

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**FAX Aud. #: H97000018869**  
**Letter Number: 897A00054521**

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ARTICLES OF INCORPORATION

of

J. & J. CLEANERS, INC. a Florida Corp.  
WE, the undersigned, JASON LOEB and JOHN OLSEN  
hereby associate ourselves for the  
purpose of becoming a corporation under the Laws of the State of  
Florida, by and under the provisions of the Statutes of the State  
of Florida, providing for the formation, liability, rights, privi-  
leges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:  
J. & J. CLEANERS, INC., a Florida Corporation

ARTICLE II

The general nature of the business and the objects and  
purposes proposed to be transacted and carried on are to do any and  
all of the things mentioned, as fully and to the same extent as  
natural persons might or could do, viz:

- a. to engage in any legal business.
- b. To make and carry out contracts for buildings, erect-  
ing, improving and repairing buildings, structures, improvements,  
warehouses, docks and structures of every kind and nature whatsoever.
- c. In the purchase or acquisition of property, business  
rights or franchises, or for additional working capital, or for any  
other object in or about its business or affairs, and without limit  
as to amount, to incur debt, and to raise, borrow and secure the  
payment of money in any lawful manner, including issue and sale or

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other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

### ARTICLE III

#### CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 60 Shares of common stock of \$1.00 par value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or unissued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of SIX HUNDRED---- Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 224 Bal Bay Drive, Bal Harbour, Florida 33154 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be John Olsen, 224 Bal Bay Drive, Bal Harbour, Florida 33154.

ARTICLE VIII

The number of Directors of this corporation shall be not less than two (2) nor more than five (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

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until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
JASON LOEB	460 South Shore Drive Miami Beach, Florida 33141
JOHN OLSEN	224 Bal Bay Drive Bal Harbour, Florida 33154

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
JASON LOEB, Pres. Sec.- Treas.	460 South Shore Drive Miami Beach, Florida 33154

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JASON LOEB	460 South Shore Drive Miami Beach, Florida 33141	30
JOHN OLSEN	224 Bal Bay Drive Bal Harbour, Florida 33154	30

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ARTICLE XIII

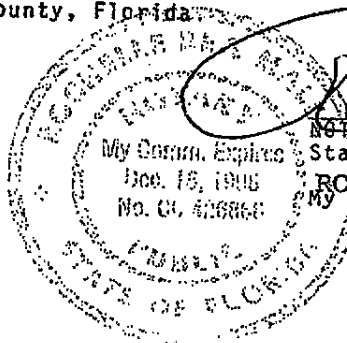
ACKNOWLEDGMENT

STATE OF FLORIDA }  
COUNTY OF DADE } SS:

I HEREBY CERTIFY that on this 10th day of November  
1997, personally appeared before me, the undersigned Notary Public  
in and for the State of Florida, JASON LOEB and JOHN  
OLSEN

parties to the foregoing Certificate of Incorporation, and each ack-  
nowledged that he or she did make, subscribe and acknowledge the  
foregoing Certificate as and for his or her voluntary act and deed,  
and that the facts therein set forth are true and correct as given  
under my hand and official seal, the day and year written at \_\_\_\_\_

DADE County, Florida



*Roghelle Bea Malek*  
NOTARY PUBLIC  
State of Florida at Large  
ROGHELLE BEA MALEK  
My Commission Expires:

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ARTICLE XII

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

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First, that J. & J. CLEANERS, INC.  
(name of corporation)

desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at City of \_\_\_\_\_  
Miami Beach, State of Florida, has named \_\_\_\_\_

John Olsen, located at 224 Bal Bay Drive  
\_\_\_\_\_, City of Bal Harbour, State of  
Florida, as its agent to accept service of process within Florida.

Jason Loeb  
Subscriber - Jason Loeb

John Olsen  
Subscriber - John Olsen

Jason Loeb  
Corporate Officer  
JASON LOEB - President  
President  
Title

Date: 11/9/97

Having been named to accept service of process for the  
above stated corporation, at the place designated in this Certifi-  
cate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all Statutes relative to the proper  
and complete performance of my duties.

John Olsen  
JOHN OLSEN Resident Agent  
Date: 11/7/97

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