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TRANSMITTAL LETTER

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

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-01/05/98--01030--016
*****78.75 *****78.75

SUBJECT: A-1 Clean Masters, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

■\$78.75
Filing Fee

\$122.50
Filing Fee &
Certified Copy
Additional Copy Required

\$131.25
Filing Fee &
Certified Copy

FROM: Vincent Costantino & Karen Costantino
Name (printed or typed)

336 NE 44 Avenue
Address

Ocala, FL 34470
City, State, Zip

Daytime Telephone Number

98 JAN -5 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

1/8/98-TM

**ARTICLES OF INCORPORATION
OF
A-1 CLEAN MASTERS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be A-1 CLEAN MASTERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o VINCENT COSTANTINO, 336 NE 44 AVE., OCALA, FL 34470.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging or transacting in any or all lawful activities or business permitted under the laws of the United States and under Florida Statutes, as now exist or may hereafter be amended.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is VINCENT COSTANTINO and the address of the initial registered office of this corporation is 336 NE 44 AVE., OCALA, FL 34470. The principal office and its' mailing address are the same as for the registered agent.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director.

The name(s) and address(es) of the initial Board of Directors of the corporation is(are):

NAME

ADDRESS

VINCENT COSTANTINO
KAREN COSTANTINO

336 NE 44 AVE., OCALA, FL 34470
336 NE 44 AVE., OCALA, FL 34470

ARTICLE IX - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) who is the person licensed in the State of Florida, who is to act as incorporator(s) is as follows:

NAME

ADDRESS

VINCENT COSTANTINO
KAREN COSTANTINO

336 NE 44 AVE., OCALA, FL 34470
336 NE 44 AVE., OCALA, FL 34470

ARTICLE X – SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

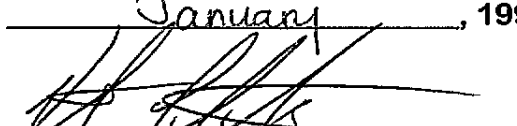
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of January, 1998.


VINCENT COSTANTINO


KAREN COSTANTINO

STATE OF FLORIDA, COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VINCENT COSTANTINO known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, or who produced FL Drivers License as identification, and he(she) acknowledged before me that he(she) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 2nd day of January, 1998.


Notary Public - State of Florida at Large



STATE OF FLORIDA, COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KAREN COSTANTINO known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, or who produced FL Drivers License as identification, and he(she) acknowledged before me that he(she) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 2nd day of January, 1998.


Notary Public - State of Florida at Large



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: A-1 CLEAN MASTERS, INC.

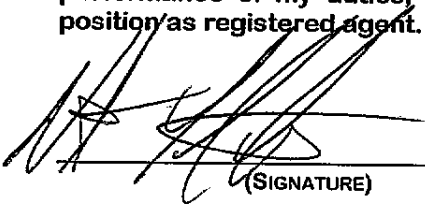
2. The name and address of the registered agent and office is:

VINCENT COSTANTINO

336 NE 44 AVE

OCALA, FL 34470

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)

1-2-98

(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA