José C. Bofill, Esquire
Patrick Vilar, Esquire
Members: Floridz Bar & U.S. District Court
Souther and Middle Districts of Florida.

Suite 800 3191 Coral Way Miami, Florida 33145 Tel. (305) 442-0606 Fax (305) 443-0900 Toll-Free 1-888-741-5250 E-Mail: Lawyers@ipof.fla.net

December 16, 1997

VIA U.S. MAIL
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002392472--1 -01/07/98--01049--024 ****122.50 ****122.50

Re: Incorporation of G. & B. Professional Cleaning, Inc.

Dear Sir/Madame:

Enclosed please find the original and a copy of the Articles of Incorporation, the Acceptance by Registered Agent and a check in the amount of \$122.50 for the filing fee and for a Certificate of Incorporation. Please return all correspondence concerning this incorporation to the above listed address.

Thank you for your anticipated prompt attention to this matter.

Sincerely,

Patrick Vilar, Esq.

PV/lm

cc: Uriel Gutierrez

RAN PAR

ARTICLES OF INCORPORATION FOR

98 JAN -7 PM 1: 17

DIVISION OF THE GRATIONS TALLAHAS SEE, FLORIDA

$G.\ \&\ B.\ Professinal\ Cleaning,\ Inc.$

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I NAME OF CORPORATION

The name of the corporation shall be G. & B. Professional Cleaning, Inc. whose address is located at 4545 Parnell Dr., Sarasota, Florida 34232.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock at \$1 par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is at 4545 Parnell Dr., Sarasota, Florida 34232 and the name of the registered agent at said address is URIEL GUTIERREZ.

INCORPORATOR

The name and address of the incorporator is as follows:

Patrick Vilar, Esq. 3191 Coral Way, Suite 800 Miami, Florida 33145 Tel. (305) 443-0200

VII

BOARD OF OFFICERS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Officers. The number of Officers may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Uriel Gutierrez President 4545 Parnell Dr. Sarasota, Florida 34232 Tel: (941) 371-5590 Juan Borrero Vice President 4545 Parnell Dr. Sarasota, Florida 34232 Tel: (941) 371-5590

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL OFFICER ACTION

If all of the Officer severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Officers.

\boldsymbol{X}

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Officers and Shareholders, but the Board of Officers may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Officers.

XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the	e undersigned incorporator has executed	l these Articles of
Incorporation in the State of Florida this <u>4</u>	_day of _ x) ec_, 1997	
	John Mu	
	Patrick Vilar, Incorporator	
	- True Galeras	NOTARY PUBLIC - STATE OF FLORIDA
	Uriel Gutierrez, Registered Agent	COMMISSION # CC598736 EXPIRES 12-29-2000 BONDED THRU ASA 1-888-NOTARY1
STATE OF FLORIDA)	State of Florida	- .
) ss:	Before me appeared UR	IEL GUTIERREZ
COUNTY OF DADE)	Before me appeared UR on 9 ay Dec 1997 for	rane Culston
BEFORE ME, the undersig	gned authority, personally appeared Patr	ickVilar, who is to

BEFORE ME, the undersigned authority, personally appeared PatrickVilar, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said

County and State, this 16 day of Dec , 1997

NOTARY PUBLIC State of Florida at Large,

My Commission expires:

MY Comm Exp. 1/22/00

NOTARY

Bonded By Service Ins

No. CC526157

Y Personally Knows [1 Other I. D.

ACCEPTANCE BY REGISTERED AGENT

OF

G. & B. Professinal Cleaning, Inc.

I, URIEL GUTIERREZ, as the registered agent of G. & B. Professional Cleaning Inc., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

Uriel Gutterrez

STATE OF FLORIDA)

) ss

BEFORE ME, the undersigned authority, personally appeared Uriel Gutierrez to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

> NOTARY PUBLIC State of Florida at Large,

My Commission expires: 12-2-9-2000

NOTARY PUBLIC - STATE OF FLORIDA LORRAINE ERICKSON COMMISSION # CC598736 EXPIRES 12-28-2000 BONDED THRU ASA 1-888-NOTARY1

drivers france as proof