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**WILDER & BERKSON**

*Attorneys and Counselors at Law*

1132 Symonds Avenue  
Winter Park, FL 32789

**CHARLES D. WILDER, P.A.**  
*Board Certified in Wills,  
Trusts & Estates*

Telephone (407) 644-2216  
Facsimile (407) 644-2194

**Legal Assistants:**  
Andrea M. Turnbull  
Christine Y. Lawrence  
Darlene M. Deveney

**GARY M. BERKSON, P.A.**

**Administrative Assistant**  
Sonia D. Espinosa

January 29, 1998

**VIA AIRBORNE EXPRESS**

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32314

200002417402--9  
-01/30/98--01068--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**RE: Erique Enterprises III, Inc.**

Dear Sir or Madam:

DMC  
2/3/98

Enclosed for filing is an original and one copy of the Articles of Incorporation and Certificate Designating Registered Office and Registered Agent in connection with the formation of the above referenced corporation. Also enclosed is our check in the amount of \$122.50, payable to the Florida Secretary of State to cover the following costs in connection with the incorporation:

Filing Fee	\$ 35.00
Registered Agent's Designation	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
<b>TOTAL:</b>	<b>\$122.50</b>

Kindly forwarded a certified copy of the Articles in the enclosed self addressed stamped envelope.

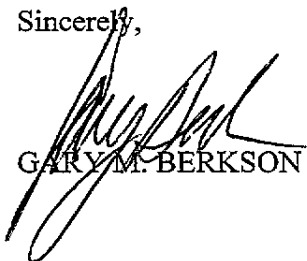
Call 2-3-98  
Gary Berkson gave auth  
by phone to correct Art. V.

**FILED**  
98 JAN 30 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
January 29, 1998  
Page 2

We appreciate your assistance and cooperation in this matter. Of course, if you have any questions, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary M. Berkson", is written over the printed name. The signature is stylized with a large, sweeping initial "G".

GARY M. BERKSON

GMB/dmd  
cc: Mark Lucas

***ARTICLES OF INCORPORATION***  
***OF***  
***ERIQUE ENTERPRISES III, INC.***

**FILED**  
98 JAN 30 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

Name and Mailing Address. The name of this corporation is ERIQUE ENTERPRISES III, INC. and its mailing address is 13815 Osprey Nest Lane, Unit 66, Orlando, FL 32837.

**ARTICLE II**

Business and Activities. This corporation may, and is authorized to, engage in the business of operating a retail dry cleaning business or any other activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE IV**

Term of Existence. This corporation shall have perpetual existence.

**ARTICLE V**

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1132 Symonds Avenue, Winter Park, FL 32789 and the name of the initial registered agent of this corporation at that address is GARY M. BERKSON.

## ARTICLE VI

Preemptive Rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Mark E. Lucas	13815 Osprey Nest Lane #66, Orlando, FL 32837

## ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
GARY M. BERKSON	1132 Symonds Avenue Winter Park, FL 32789

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XI

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 29<sup>th</sup> day of January, 1998.

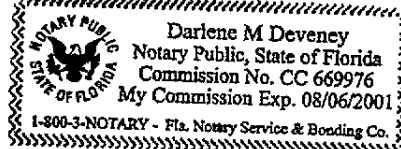
  
\_\_\_\_\_  
GARY M. BERKSON

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY M. BERKSON, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of January, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC



FILED

CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT

98 JAN 30 AM 8:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ERIQUE ENTERPRISES III, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. ERIQUE ENTERPRISES III, INC., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1132 Symonds Avenue, Florida 32789, has named GARY M. BERKSON whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for ERIQUE ENTERPRISES III, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.

  
\_\_\_\_\_  
GARY M. BERKSON

Dated: January 29, 1998.