

P98000042135

TRANSMITTAL LETTER

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

800002515158--2  
-05/07/98-01053--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

05-01-98

SUBJECT: Premier Cleaners, Inc.

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

\$70.00

FROM: Kerry B.M. Cushing  
403 Highway A-1 - A  
# 223  
Satellite Beach, FL 32937-2313  
  
(407) 779 - 1852

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -7 AM 8:33

RC  
05/19/98

**ARTICLES OF INCORPORATION  
OF  
PREMIER CLEANERS, INC.**

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**ARTICLE I.  
NAME**

The name of this corporation is:

**PREMIER CLEANERS, INC.**

**ARTICLE II.  
PURPOSE**

This corporation is organized for the following purposes:

**EFFECTIVE DATE**

05-01-98

To engage in any or all lawful business for which a corporation may be incorporated under the laws of Florida.

**ARTICLE III.  
POWERS**

A. To have a corporate seal, which may be altered at pleasure, and use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist its officers and employees in accordance with law.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

**F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.**

**G. To lend money for its corporate purposes, invest and reinvest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.**

**H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.**

**I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.**

**J. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation.**

**K. To make donations for the public welfare or for charitable, scientific or educational purposes.**

**L. To transact any lawful business which the board of directors shall find will be in aid governmental policy.**

**M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its current or former directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.**

**N. To be a promoter, incorporator, partner, member, associate or manager of any other corporation, partnership, joint venture, trust or other enterprise.**

**O. To have and exercise all powers necessary or convenient to effect its purposes.**

#### **ARTICLE IV. CORPORATE EXISTENCE**

**This corporation shall commence existence upon signing of these Articles, and shall have perpetual existence.**

**ARTICLE V.  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.01 per share.

**ARTICLE VI.  
INITIAL REGISTERED OFFICER AND AGENT AND  
PRINCIPAL ADDRESS OF CORPORATION**

The street address of the initial registered officer of this corporation and the name of the initial registered agent of this corporation at that address are:

Kerry B. M. Cushing  
403 Highway A - 1 - A, # 223  
Satellite Beach, FL 32937-2313

The principal address of the corporation is:

7591 University Blvd.  
Winter Park, FL 32792

**ARTICLE VII.  
OFFICERS**

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President  
Vice President  
Secretary  
Treasurer

Kerry B. M. Cushing  
Terry W. Tate  
M. Sibel T. Cushing  
M. Sibel T. Cushing

**ARTICLE VIII.  
INITIAL BOARD OF DIRECTORS**

The corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

**M. Sibel T. Cushing  
403 Hwy. A-1-A  
Unit # 223  
Satellite Beach,  
Florida 32937-2313**

**Terry W. Tate  
3924 Calibre Bend Lane.  
Apartment # 104  
Winter Park,  
Florida 32792**

**Kerry B. M. Cushing  
403 Hwy. A-1-A  
Unit # 223  
Satellite Beach,  
Florida 32939-2313**

## **ARTICLE IX. CUMULATIVE VOTING FOR DIRECTORS**

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

## **ARTICLE X. PREEMPTIVE RIGHTS**

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

## **ARTICLE XI. INCORPORATOR**

The name and address of the person signing these Articles of incorporation are:

**Kerry B. M. Cushing  
403 Highway A - 1 - A  
Unit # 223  
Satellite Beach, FL 32937-2313**

## **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in, the Board of Directors and the shareholders.

**ARTICLE XIII.  
RESTRICTIONS ON TRANSFER OF STOCK**

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement among the shareholders.

**ARTICLE XIV.  
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 1<sup>st</sup> day of May, 1998.

  
Kerry B. M. Cushing

STATE OF FLORIDA  
COUNTY OF Brevard

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Kerry B.M. Cushing, known by me to be the person who executed the foregoing Articles of Incorporation, and he swore to and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5 day of May 1998.

  
Notary Public

My commission Expires: \_\_\_\_\_

SEAL:



BEVERLY BAZERQUE  
My Commission CC50170  
Expires Nov. 01, 1999

98 MAY -7 AM 8:34

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS