

ATTORNEY AT LAW

JAMES C. BARTH

P98000042988

May 7, 1998

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FAX (850) 654-4034

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

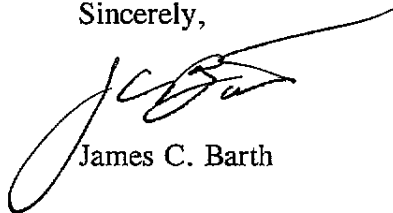
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RE: Fashion Care Cleaners, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Fashion Care Cleaners, Inc., together with the acceptance of James C. Barth as Registered Agent. Also enclosed is a check in the amount of \$122.50 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,



James C. Barth

JCB:cab

Enclosures

APPROVED
AND
FILED
98 MAY 11 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 13 1998

**ARTICLES OF INCORPORATION
OF
FASHION CARE CLEANERS, INC.**

APPROVED
AND
FILED
90 MAY 11 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Fashion Care Cleaners, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in dry cleaning and laundry operation and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue Ten Thousand (10,000) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

The address of its principal office is 151 Mary Esther Blvd., Suite 502, Mary Esther, Florida 32569.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is James C. Barth.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


JAMES C. BARTH

ARTICLE VII

The number of directors constituting its initial Board of Directors is one, whose name and address is:

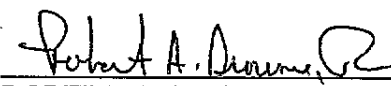
Robert A. Browne, Jr. 151 Mary Esther Blvd., Suite 502
Mary Esther, FL 32569

ARTICLE VIII

The name and address of the incorporator is:

Robert A. Browne, Jr. 151 Mary Esther Blvd., Suite 502
Mary Esther, FL 32569

The undersigned incorporator has executed these Articles of Incorporation this 7th
day of May, 1998.


ROBERT A. BROWNE, JR.
Incorporator

APPROVED
AND
FILED
98 MAY 11 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA