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May 19, 1998

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002533222--0
-05/22/98-01044-018
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is a check for \$122.50 and the Articles of Incorporation of Rio
Santana Cleaners, Inc.

Please file the Articles as soon as possible, and return the copy to me at the
above-listed address.

Thank you for your assistance.

Sincerely yours,


Andrew J. Meyers

FILED
98 MAY 22 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
5/27

**ARTICLES OF INCORPORATION OF
RIO SANTANA CLEANERS, INC.**

1. The undersigned incorporator hereby incorporates Rio Santana Cleaners, Inc. (the "Corporation").
2. The street address of the Corporation's initial principal office and the mailing address of the Corporation are:

859 East Commercial Blvd.
Ft. Lauderdale, FL 33334

3. The Corporation is authorized to issue 100 shares of common stock. These shares will all be of the same class and have the same rights, including unlimited voting rights and entitlement to receive the net assets of the Corporation upon dissolution.
4. The street address of the Corporation's initial registered office, and the name of the Corporation's initial registered agent at that office, are:

Evandro Costa Maciel
859 East Commercial Blvd.
Ft. Lauderdale, FL 33334

5. The name and address of the incorporator of the Corporation are:

Andrew J. Meyers, Esquire
5823 Wind Drift Lane
Boca Raton, FL 33433

6. The names and addresses of the individuals who serve as the Corporation's initial directors are:

Evandro Costa Maciel
5325 Cedar Lake Road
Building 10, Unit 21
Boynton Beach, FL 33437

Soraia Maciel
5325 Cedar Lake Road
Building 10, Unit 21
Boynton Beach, FL 33437

Levy S. Deolivera
443 Crossfield Circle
Naples, FL 34104

7. The Corporation will be a subchapter-S corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the incorporator, hereby certify and state that all of the above information is true and correct to the best of my knowledge.



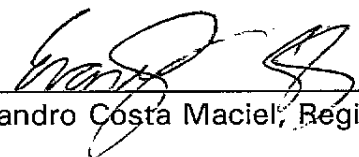
Andrew J. Meyers, Esq., Incorporator

5/19/98

Date

Acceptance by Registered Agent

I hereby accept the appointment as registered agent of the Corporation and state that I am familiar with and accept the obligations of that position.



Evandro Costa Maciel, Registered Agent

5/20/98

Date