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LAW OFFICES

Stephen N. Rosenthal

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SATELITE OFFICE

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SUITE 1040
MIAMI, FLORIDA 33130

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August 12, 1998

Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-08/17/98--01104--022
*****70.00 *****70.00

Re: Incorporation of S & L Cleaning,
Management and Consulting, Inc.

To Whom It May Concern:

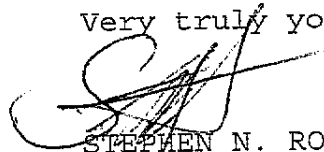
Please be advised that the undersigned attorney represents S & L Cleaning, Management and Consulting, Inc pursuant to which I am herewith enclosing an original and copy of my client's Articles of Incorporation.

At this time I would appreciate your filing the enclosed Articles, and thereafter returning a copy of same to my office in the enclosed, self addressed stamped envelope.

Additionally, I am herewith enclosing my check in the sum of \$70.00 to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

Stephen Rosenthal GAVE

AUTHORIZATION BY PHONE TO

CONTACT RA

DATE 8-18-98

DOC EXAM CB

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S & L CLEANING, MANAGEMENT AND CONSULTING, INC.

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and to hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

S & L CLEANING, MANAGEMENT AND CONSULTING, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of providing cleaning, maintenance and consulting services for buildings, structures, residences, offices and properties, including the management of entities and personnel providing such services, together with any and all act necessary and /or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit: Five-Thousand.

(5,000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

770 Southwest 9th Street
Unit 4
Miami, Florida 33131

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be LILIA PORTAL, and the Registered Office shall be located at: 770 Southwest 9th Street, Unit 4, Miami, Florida 33131, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with the applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the

Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lilia Portal	President/Secty./Treasurer	770 S.W. 9th St. Unit 4 Miami, Florida
Sonia D. Chehade	Vice President	770 S.W. 9th St. Unit 4 Miami, Florida

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (11), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lilia Portal	770 S.W. 9th Street Unit 4 Miami, Florida 33131
Sonia D. Chehade	770 S.W. 9th Street Unit 4 Miami, Florida 33131

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Lilia Portal	770 S.W. 9th St. Unit 4 Miami, Florida 33131	2,500.00	\$2,500.00
Sonia D. Chehade	770 S.W. 9th St. Unit 4 Miami, Florida 33131	2,500.00	\$2,500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

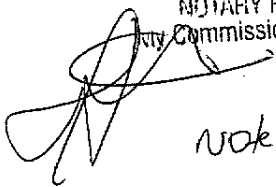
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Somerset County, ^{New Jersey} Florida, this 28 day of July, 1998.

M. FILOMENA HOFFMAN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires February 18, 2002



Not: for Lilia Portal
only

Lilia Portal (SEAL)
LILIA PORTAL

Sonia D. Chehade (SEAL)
SONIA D. CHEHADE

8/1/98
82

____ (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF)

The foregoing instrument was acknowledged before me this 28th day of ~~May~~ July, 1998, by Lilia Portal, who is personally known

to me or has produced N/A as identification and who did (did not) take an oath; by Sonia D. Chehade, who is personally known to me or who has produced FDI # C300-784-43-901-0 as identification and who ~~did~~ (did not) take an oath; by _____, who is personally known to me ~~or who has~~ produced _____ as identification and who did (did not) take an oath; by _____, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

For Sonia D. Chehade only
6/1/98 Danny L. Carico



DANNY L. CARICO
My Commission CC533043
Expires Feb. 15, 2000

Danny L. Carico
Notary Public, State of Florida at Large
My Commission Expires: 2/15/2000

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of C & L CLEANING MANAGEMENT and Consulting, Inc. to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 770 Southwest 9th Street, Unit 4, Miami, Florida 33131.

Lilia Portal
Registered Agent
LILIA PORTAL

DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

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FILED