

098000078529



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 957364 132361A

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : September 10, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 957364-005

CUSTOMER NO: 132361A

CUSTOMER: A. Clifton Black, Esq
A. CLIFTON BLACK, ESQ

903 West Emmett Street

Kissimmee, FL 34741

900002636619--6

DOMESTIC FILING

NAME: TIFFANY'S CARPET CLEANING
SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:20

RECEIVED
98 SEP 10 PM 3:29
DEFINITION OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIFFANY'S CARPET CLEANING SERVICE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 9:20

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Tiffany's Carpet Cleaning Service, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of the business of this corporation shall be to provide carpet and other cleaning services and related goods, and to do all other things necessary and reasonable for the attainment of these objectives, or otherwise, as permitted by law.

ARTICLE III - POWERS

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

ARTICLE IV - STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the sum necessary to increase inventory and to expand the corporation shall be applicable to

the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than five hundred and no/100 dollars (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial address of this corporation shall be 1187 Pineapple Way, Kissimmee, Florida 34741 . The registered agent at the corporate address is Nancy L. Smith. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporations, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omission occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

ARTICLE IX - VOTING SHAREHOLDERS DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

Nancy L. Smith
1187 Pineapple Way
Kissimmee, Florida 34741

The initial officers shall be:

Nancy L. Smith
President and Secretary
1187 Pineapple Way
Kissimmee, Fl. 34741

ARTICLE XIV - INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is:

Nancy L. Smith
1187 Pineapple Way
Kissimmee, Fl. 34741

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of Tiffany's Carpet Cleaning Service, Inc., do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation, this _____ day of September, 1998.

Nancy L. Smith
Nancy L. Smith, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared Nancy L. Smith, who is personally known to me, or who has produced a valid Florida Drivers license number _____, and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes expressed herein.

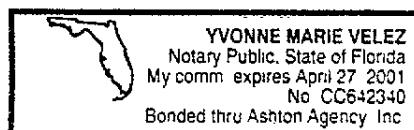
WITNESS my hand and official seal in the state and county above stated this 4th day of September, 1998.

Yvonne M. Velez
NOTARY PUBLIC

Yvonne M. Velez

(Name of Acknowledger Printed)

Commission No.:



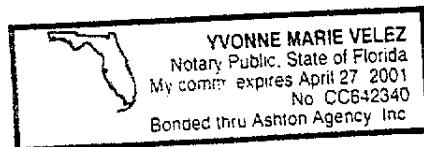
ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Osceola, appeared Nancy L. Smith who is personally known to me, or who has produced a valid Florida Drivers License, whose residence address is 1187 Pineapple Way, Kissimmee, Florida 34741, and whose business address is same, and, being sworn, deposed and said that she has accepted the designation as registered agent for Tiffany's Carpet Cleaning Service, Inc., this 4th day of September, 1998.

Nancy L. Smith
NANCY L. SMITH
Registered Agent

Yvonne Marie Velez
NOTARY PUBLIC
YVONNE MARIE VELEZ
(Name of Acknowledger Printed)

Commission No.: CC642340



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SECRETARY OF STATE
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98 SEP 10 AM 9:20