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LAW OFFICES OF
OBERDORFER & BARRY, P.A.

1719 BLANDING BOULEVARD
JACKSONVILLE, FLORIDA 32210

E. CHARLES OBERDORFER
JOHN G. BARRY, III

TELEPHONE
(904) 384-6784
TELECOPIER
(904) 387-0637

January 13, 1999

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

Re: Heaven's Best Carpet & Upholstery Cleaning of Jacksonville, Inc.

Gentlemen:

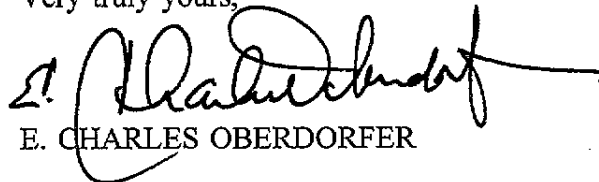
Enclosed herewith is an original and one copy of the Articles of Incorporation for the above referenced corporation together with a designation of registered agent form. I also enclose our check in the amount of \$122.50 to cover the following charges:

1. Filing fee of \$35.00;
2. Certified copy of articles, \$52.50;
3. Certificate designating registered agent, \$35.00.

200002741672--4
-01/14/99-01068-018
****122.50 *****78.75

Please return one copy of the articles indicating the filing date and file number. Thank you for your attention to this matter.

Very truly yours,


E. CHARLES OBERDORFER

ECO/bjr
encs.
cc: Charles R. Wintz, C.P.A.

FILED
99 JAN 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 20 1999

ARTICLES OF INCORPORATION
OF
HEAVEN'S BEST CARPET & UPHOLSTERY
CLEANING OF JACKSONVILLE, INC.

FILED
99 JAN 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One - Name

The name of this corporation shall be HEAVEN'S BEST CARPET & UPHOLSTERY CLEANING OF JACKSONVILLE, INC.

Article Two - Duration

This corporation shall exist perpetually.

Article Three - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article Four - Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Article Five - Initial Registered Agent

The principal address of the corporation is 7961 Normandy Boulevard, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation is E. Charles Oberdorfer, Esquire, 1719 Blanding Boulevard, Jacksonville, Florida 32210.

Article Six - Initial Board of Directors

This corporation shall have not less than one and no more than two directors. The number of directors or officers may increase from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial officers of the corporation are:

Troy S. Regas
6641 Pinocchio
Jacksonville, FL 32210

President/Director

James E. Regas
891 Eastnor Court
Newport News, Virginia 23608

Vice President/Treasurer/Director


Article Seven - Incorporator

The name and address of the person signing these articles E. Charles Oberdorfer, Esquire,
1719 Blanding Boulevard, Jacksonville, Florida 32210.

Article Eight - Amendment

This corporation reserves the right to amend or repeal any provisions created 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 subscriber has executed these Articles of Incorporation this 13th day of January, 1999.

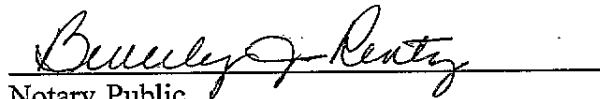

E. CHARLES OBERDORFER

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, appeared **E. CHARLES OBERDORFER** who is personally known to me, who executed the foregoing articles and acknowledged before me that he executed those Articles of Incorporation freely and voluntarily.

SWORN TO and subscribed before me this 13 day of January, 1999.


Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Florida Statutes, the following is submitted in compliance with said statutes:

HEAVEN'S BEST CARPET & UPHOLSTERY CLEANING OF JACKSONVILLE, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, and State of Florida, has named E. Charles Oberdorfer, Esquire, 1719 Blanding Boulevard, Jacksonville, Florida 32210 as its agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-named corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statutes relative to keeping open said offices.


E. CHARLES OBERDORFER,
Registered Agent

FILED
99 JAN 14 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA