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May 5, 1999

Corporate Records Bureau  
Division of Corporations, Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399 -

sent via Federal Express

RE: Elite Restorations, Inc.

400002866554--1

-05/07/99--01026--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

ARTICLES OF INCORPORATION OF ELITE RESTORATIONS, INC.

Enclosed herewith, please find my check in the amount of \$78.75 as payment for filing fees and taxes in connection with the incorporation of the above captioned corporation:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
TOTAL	\$78.75

I have also enclosed the original and one copy of the Articles of Incorporation, and one original and one copy of the Certificate Designating Registered Agent of the above captioned corporation. The originals are to be filed and the copies are to be certified and returned back to me at my office.

CHANGE OF FICTITIOUS NAME - ELITE CLEANING, INC. d/b/a ELITE RESTORATIONS to ELITE CLEANING INC. d/b/a SEARS CARPET & UPHOLSTERY CARE

Also enclosed, please find a Cancellation of Fictitious Name form for Elite Cleaning, Inc. d/b/a/ Elite Restorations. Note that Elite Cleaning, Inc. presently owns the fictitious name of Elite Restorations, and it would like to cancel that fictitious name. Enclosed is my check in the amount of \$50.00 for filing this form.

Finally, also enclosed is a Federal Express airway bill, to be mailed to mail these certified copies back to me in the most expedient manner.

Very truly yours,  
Law Offices of Michael R. Romm

By: 

Michael Romm

Encs:

Check @ \$78.75 (incorporation filing fees)  
Check @ \$50.00 (change of fictitious name)  
Articles of Incorporation (1 original and 1 copy)  
Certificate Designating Registered Agent (1 original and 1 copy)  
Change of Fictitious Name form  
Return FedEx Airway bill

99 MAY -6 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

no  
Federal Express  
bill sent.

CB  
5-11-99  
6

**ARTICLES OF INCORPORATION**

**OF**

**ELITE RESTORATIONS, INC.**

**FILED**  
99 MAY -6 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is **ELITE RESTORATIONS, INC.**

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

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

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00), par value common stock as follows:

CHARLES W. KELLER ..... 100 SHARES

ARTICLE V  
PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI  
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: **5815 S.W. 21st Street, Hollywood, FL 33023**; The principal place of business of the corporation shall be **BROWARD COUNTY, Florida**.

ARTICLE VII  
INITIAL REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The initial registered agent of this corporation is **MICHAEL R. ROMM** and the address of the initial registered agent of this corporation at that address is **Michael R. Romm, P.A., Advocate Building, Suite 100, 315 S.E. Seventh Street, Fort Lauderdale, FL 33301**.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director and officers of this corporation are:

**PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER**  
**CHARLES W. KELLER**  
**5815 S.W. 21st Street**  
**Hollywood, Florida 33023**

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles is  
**CHARLES W. KELLER, 5815 S.W. 21st Street, Hollywood, FL 33023**

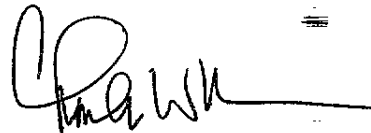
ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained 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 incorporators have executed these Articles of Incorporation this 5<sup>th</sup> day of May, 1999.



CHARLES W. KELLER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES W. KELLER, having produced identification in the form of driver's license R46015956380 who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official

seal, in the State and County aforesaid, this 5<sup>th</sup> day of May, 1999.



CHRISTINE ANIELLO  
COMMISSION # CC 660870  
EXPIRES AUG 21, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Christine Aniello

NOTARY PUBLIC

My Commission Expires:

### CERTIFICATE OF REGISTERED AGENT

This is a certificate designating place of business or domicile for the service of process within florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that **CHARLES W. KELLER**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **5815 S.W. 21st Street, Hollywood, FL 33023** has named **MICHAEL ROMM, ESQUIRE, MICHAEL R. ROMM, P.A. Advocate Building, Suite 100, 315 S.E. Seventh Street, Fort Lauderdale, FL 33301** as its agent to accept service of process within Florida.

SIGNATURE: 

DATE: 5/5/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE 5-5-99

FILED  
99 MAY -6 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA