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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

SCARABINO CORP.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 30, 1999

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SUBJECT: SCARBINO CORP.
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ARTICLES OF INCORPORATION

OF

SCARABINO CORP.

The undersigned Subscriber desiring to form a corporation in the State of Florida, hereby makes, signs, and subscribes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SCARABINO CORP.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: For the purpose of Dry Cleaning.

To conduct business in, have one or more offices in, and hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, indebtedures, notes and other evidence or indebtedness and execute such mortgages, transfers or corporate property; or other instruments to secure the payment of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers and conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and object shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation authorized to have outstanding at any time is Sixty (60) Shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial office address is hereby designated to be 888 Brickell Key Drive, Apt. #903, Miami, Florida 33131. The Corporation may change its office address or registered agent pursuant to the provisions of Section 607.037 Florida Statutes.

ARTICLE VII - REGISTERED AGENT

The registered agent of the Corporation shall be Martin Savecki of 888 Brickell Key Drive, Apt. #903, Miami, Florida 33131.

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ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

The Corporation shall be a close Corporation within the meaning of, and governed by, the Florida Close Corporation Article. The business of the Corporation shall be managed by its shareholders pursuant to Section 608.72 of the Florida Statutes, and there shall be no director.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator or the corporation's subscriber to this certificate of incorporation is: Martin Savecki of 888 Brickell Key Drive, Apt. #903, Miami, Dade County, Florida 33131.

ARTICLE X - OFFICERS

The number of officers constituting the initial officers of the corporation shall be 1. The number of officers may be increased or decreased from time to time by the By-Laws adopted by the stockholders. The names and addresses of the individuals serving as the initial officers are:

Martin Savecki

— President, Vice-President,
Secretary & Treasurer

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ARTICLE XI - INDEMNIFICATION

Every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, imposed upon and reasonably incurred by him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being having an Officer at the time such expenses and liabilities are imposed or incurred, except such cases in which the Officer seeking indemnification is adjudged guilty or willful misconduct or gross negligence, provided that if any claim for reimbursement or indemnification hereunder is based upon a settlement by the Officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Management by Shareholders approves such settlement as being in the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such Officer may be entitled.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Management of Shareholders, proposed by them to the Stockholder, and approved at a Stockholder's meeting by a majority of stock entitled to vote thereon, unless all the officers and stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

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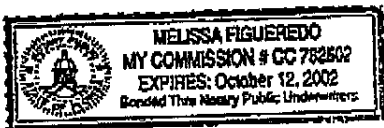
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IN WITNESS WHEREOF, the Subscriber hereto set his hand and seal this 28 day
of June, 1999.

[Signature]
Incorporator

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have
executed these Articles of Incorporation at
Miami, Florida on this 28 day of June, 1999.

[Signature]
Notary Public



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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 Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: SCARABINO CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the State of Florida, has named **MARTIN SAVECKI**, located at 888 Brickell Key Drive, Miami, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT).

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

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BY:

Martin Savecki
MARTIN SAVECKI
Resident Agent

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BEFORE ME, the undersigned authority, personally appeared **Martin Savecki**, well known to be the person described in and who executed the foregoing **CERTIFICATE OF REGISTERED AGENT**, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida on this 28 day of June, 1999.

My Commission Expires:

NOTARY PUBLIC, State of Florida



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