

SEMENTO & SWIGERT
ATTORNEYS AT LAW
AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS
531 NORTH BAY STREET
POST OFFICE BOX 680
EUSTIS, FLORIDA 32727-0680
FAX (352) 357-0818
TELEPHONE (352) 357-0770

LAWRENCE J. SEMENTO, P.A.

BRETT L. SWIGERT, P.A.

May 7, 1999
P99000088350

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Dixie Carpet Cleaning Services, Inc.

300003004509--1
-10/04/99--01114--001
*****70.00 *****70.00

Dear Sirs:

In regard to the above, enclosed please find Articles of Incorporation, Certificate Designating Registered Agent, and check in the amount of \$70.00 for filing this corporation. If all is in order, I would request that the Articles be properly filed in the records of the Secretary of State.

If you have any questions regarding the enclosed, please call.

Very truly yours,

LAWRENCE J. SEMENTO

LJS/sc
Enclosures

FILED
99 OCT -4 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/6/99

**ARTICLES OF INCORPORATION
OF
DIXIE CARPET CLEANING SERVICES, INC.**

We, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

FILED
99 OCT -4 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is: DIXIE CARPET CLEANING SERVICES, INC.

ARTICLE II

EFFECTIVE DATE/EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

STOCK

The Corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

OFFICE

The principal office of the Corporation will be located at 1732 Hamlin Court, Mt. Dora, Florida 32757, and its mailing address is Post Office Box 531, Mt. Dora, Florida 32757..

ARTICLE VI

REGISTERED AGENT

The initial Registered Agent for the Corporation is JAMES R. HIX, whose address is 1732 Hamlin Court, Mt. Dora, Florida 32757. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

DIRECTORS

The Corporation shall initially have two (2) directors. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James R. Hix	1732 Hamlin Court Mt. Dora, Florida 32757
James M. Kemp	1732 Hamlin Court Mt. Dora, Florida 32757

ARTICLE VIII

OFFICERS

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

SUBSCRIBER

The name and street address of each subscriber of these Articles of Incorporation are as follows:

NAME

ADDRESS

James R.Hix

1732 Hamlin Court
Mt. Dora, Florida 32757

James M. Kemp

1732 Hamlin Court
Mt. Dora, Florida 32757

ARTICLE X

PREEMPTIVE RIGHTS

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XI

AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

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

ARTICLE XIII

INDEMNIFICATION

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

DATED THIS 22nd day of September, 1999.

WITNESSES:

Sharon A. Cole
Witness

Sharon A. Cole

Printed/Typed Name

Jodie K. Merritt
Witness

Jodie K. Merritt

Printed/Typed Name

Jodie K. Merritt
Witness

Jodie K. Merritt

Printed/Typed Name

Sharon A. Cole
Witness

Sharon A. Cole

Printed/Typed Name

James R. Hix
JAMES R. HIX

James M. Kemp
JAMES M. KEMP

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared JAMES R. HIX and JAMES M. KEMP, who [] is personally known to me or who ☒ has produced FL Driver's License as identification and who acknowledged before me that they subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of September, 1999.

Sharon A. Cole
Notary Public Signature

Printed/Typed Name

My Commission Expires: _____

Commission Number _____



Sharon A. Cole
MY COMMISSION # CC738253 EXPIRES
June 26, 2002
BONDED THRU TROY PAIN INSURANCE, INC.

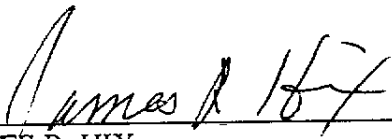
DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That DIXIE CARPET CLEANING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Mt. Dora, County of Lake, State of Florida, has named JAMES R. HIX as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for 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.



JAMES R. HIX
Registered Agent

FILED
99 OCT -4 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA