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MICHAEL A. BAVIELLO, JR., P.A.
ATTORNEY AT LAW

FILED
99 OCT 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 11, 1999

VIA FEDERAL EXPRESS

EFFECTIVE DATE
10-11-99

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: PLATNIUM MANAGEMENT & EDUCATION, INC.

600003012536--7
-10/12/99--01039--023
****122.50 *****78.75

Dear Madame Secretary:

This law firm represents the above-referenced corporation to be formed in the State of Florida. We enclose the original Articles of Incorporation and our check number 3606 in the amount of $122.50 which represents the following fees

Fee for Articles of Incorporation	$ 35.00
Fee for Certified Copy	52.50
Fee for Registered Agent	35.00
Total	$ 122.50

We look forward to receiving the certified copy of the Articles of Incorporation and the Certificate of Good Standing in the very near future. If you have any questions, please contact undersigned directly.

Very truly yours,

Michael A. Baviello, Jr.

Michael A. Baviello, Jr.
For the Firm

MAB/kmf
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLATINUM MANAGEMENT & EDUCATION, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS.

The name of the Corporation is **PLATINUM MANAGEMENT & EDUCATION, INC.**. The principal office and mailing address of the Corporation shall be 5492 Rattlesnake Hammock Road, Naples, Florida 34112.

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607 of the Florida Statutes). No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To render organizational, sales, marketing, financial planning and technical advice, education and training to the dry cleaning industry; and to aid said business in the organization, reorganization and operation; and to act as a systems analyst and consultant for said business operation.

ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE 5. AUTHORIZED SHARES

A. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is TEN THOUSAND (10,000) shares having a par value of $1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

B. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding common shares.

C. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE.** The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

ARTICLE 6. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. An individual may serve as a Director of the Corporation even though the individual is not a shareholder of the Corporation. The Directors shall be elected by the shareholders of the Corporation. No Director shall receive compensation for the performance of the duties of Director.

ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial Board of Directors is ONE. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

SANDRA L. WAITE	**8895 Lely Island Circle** **Naples, Florida 34113**

ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition, the Corporation may have additional and assistant officers. Any two or more offices may be held by the same person. Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of two-thirds (2/3) of the shares entitled to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

ARTICLE 11. INCORPORATOR

The name and address of each Incorporator is as follows:

MICHAEL A. BAVIELLO, JR. **1025 Fifth Avenue North**
Naples, Florida 34102

ARTICLE 12. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 13. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited to § 607.0850, Florida Statutes, or any successor statute.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11 day of October, 1999.

[signature]

MICHAEL A. BAVIELLO, JR.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared **MICHAEL A. BAVIELLO, JR.**, to me well known and known to me to be the person described in and who executed the foregoing Articles of

Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of Oct, 1999.

Print Name:
NOTARY PUBLIC, State of Florida at Large
My Commission number is:
My Commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
KAREN M. FLETCHER
COMMISSION # CC732083
EXPIRES 7/26/2002
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: October 11, 1999.

MICHAEL A. BAVIELLO, JR.
as Registered Agent

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