

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
SOUTHEASTERN CLEANING SYSTEMS, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Randal W. Frank, who is over the age of Twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, and being a sole subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Southeastern Cleaning Systems, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name now being used by any other person, firm or corporation.
2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300. et seq.
3. The period of duration for the corporation is perpetual.
4. The objects and purposes for which the corporation is formed are:
 - (a) To sell and service cleaning machinery and apparatus; to provide supplies for cleaning machinery and apparatus; to provide and promote janitorial services.
 - (b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, professional associations, groups or agencies for the purpose of promoting the selling and servicing of cleaning machinery and apparatus and providing supplies for same, and janitorial services.
 - (c) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinafter set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the statute or by these Articles of Incorporation.
 - (d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country;

and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be constructed as objects and purposes of this Corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be 1327 5th Avenue S.W., Alabaster, Alabama 35007.

6. The amount of the total authorized capital stock of the corporation shall be Three Hundred and No/100 Dollars (\$300.00), divided into 30 shares of common stock having a par value of Ten Dollars and No/100 (\$10.00) per share. The amount of paid-in capital stock with which the corporation shall begin business shall be Three Hundred and No/100 Dollars (\$300.00), divided into 30 shares of common capital stock, having a par value of Ten and No/100 Dollars (\$10.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at a fair market value, to be determined by the corporation's accountant.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenancy or by the entirities shall be treated as held by one share holder.

7. The name and address of the incorporator and the number of shares subscribed by him are as follows:

Randal W. Frank	10 shares
705 3rd Avenue S.W.	
Alabaster, Al. 35007	

In addition to the above, the following number of shares of stock are subscribed to by the individuals as follows:

Jim O'Daniel	10 shares
1327 5th Avenue S.W.	
Alabaster, Al. 35007	

Pat Connor	10 shares
2308 Kala Street	
Helena, Al. 35080	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is 1327 5th Avenue S.W., Alabaster, Alabama 35007.

11. The initial registered agent for the corporation shall be Randal W. Frank.

12. The name and address of the officers who shall hold office until his successors have been duly elected and qualified are as follows:

Randal W. Frank
705 3rd Avenue S.W.
Alabaster, Al. 35007

President & Treasurer

Pamela H. Frank
705 3rd Avenue S.W.
Alabaster, Al. 35007

Vice-President & Secretary

13. The shareholders of the corporation may elect to dissolve the corporation when at least (2/3) of the shareholders of the corporation elect to do so, and thereafter the shareholders shall forthwith proceed to file articles of dissolution, wind-up the affairs of the corporation, pay all liabilities of the corporation and distribute all remaining assets of the corporation among the shareholders.

14. Attached hereto, marked EXHIBIT A and made a part hereof, is a copy of the subscription list to the capital stock subscribed for by the said incorporators and the manner in which such subscription is provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 13th day of JANUARY, 1984.

Randal W. Frank
RANDAL W. FRANK

BY-LAWS
OF
SOUTHEASTERN CLEANING SYSTEMS, INC.

ARTICLE I

The president shall preside at all stockholder's meetings. He may, and upon demand of any stockholder, shall call special meetings of the stockholders.

ARTICLE II

The Secretary shall, in the case of the absence or disability of the President, perform the duties of the President.

ARTICLE III

The Treasurer shall have the custody of all the monies and securities of the corporation. He shall keep regular books. All money of the corporation shall be deposited in such depositories as shall be selected by the President. Checks may be signed by the President, Vice-President, Secretary or Treasurer, provided that all checks shall be signed by at least two of the above. In addition, the Treasurer shall perform all duties usually pertaining to his or her office.

ARTICLE IV

The Secretary shall keep the records of the corporation and books of account. He shall have the custody of the seal of the corporation. He shall issue, sign, and seal all certificates of stock, which certificates must also be signed by the President and the Secretary, and, in addition, perform all the other duties usually pertaining to his or her office.

ARTICLE V

Regular meetings of the share holders shall be held at such times and places as the shareholders may determine. No notice of or to the shareholders of such meetings shall be required, and it shall be the duty of each shareholder to attend the same without notice.

ARTICLE VI

Special meetings of the shareholders may be called by the President upon one days notice, or such special meetings may be held at any time by unanimous consent of the shareholders.

ARTICLE VII

The Secretary shall, at least ten (10) days prior to each annual meeting, give each stockholder of the corporation written notice of the meeting, by mailing to each stockholder, at his or her last known address, notice of the time and place of such meeting. Special meetings of the stockholders may be called upon the call of the President on ten (10) days notice, mailed to each stockholder at his or her last known address, or such special meetings may be held at any time by unanimous consent.

ARTICLE VIII

At all meetings of the stockholders, regular or special, a majority of the stockholders shall constitute a quorum. A majority of a quorum may decide any question coming before the meeting.

ARTICLE IX

At all stockholders' meetinngs, each stockholder of the stock shall be entitled to one vote for each share of the stock held by him, except as otherwise provided in the Articles of Corporation. Each stockholder may vote either in person or by written proxy.

ARTICLE X

The corporation shall have a lien upon each share of stock for any indebtedness due to it, from the stockholder thereof. Stock of the corporation may only be transferred upon the books of the corporation and upon surrender of all outstanding certificates for such stock.

ARTICLE XI

These by-laws or any part of them may be abridged, altered, amended, or repealed by the same body which enacted them at any regular or special meeting.

EXHIBIT A

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

SOUTHEASTERN CLEANING SYSTEMS, INC.

A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock to Southeastern Cleaning Systems, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, and to pay therefore upon the organization of said corporation in the following manner:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Randal W. Frank	10	Cash
Jim O'Daniel	10	Cash
Pat Connor	10	Cash

IN WITNESS WHEREOF, the undersigned, all of the stockholders and officers of Southeastern Cleaning Systems, Inc. has signed and acknowledged these by-laws and by the terms of which agree to be bound.


RANDAL W. FRANK

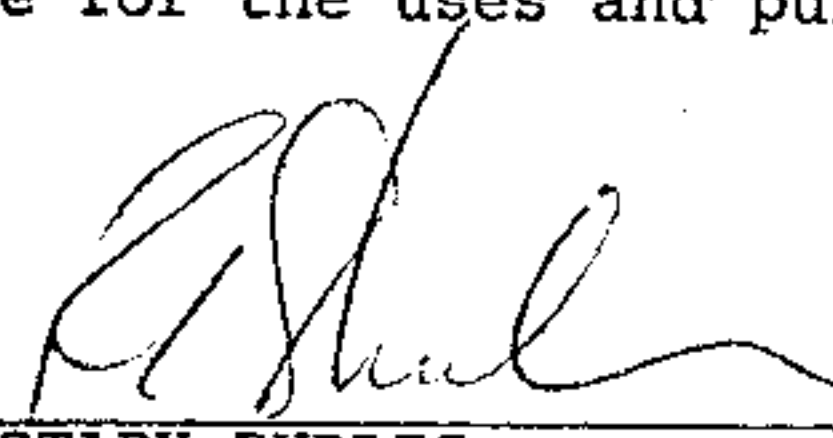

JIM O'DANIEL


PAT CONNOR

STATE OF ALABAMA)

COUNTY OF SHELBY)

On the 13th day of JANUARY, 1984, personally appeared before me, the above-named persons, known to be the persons who executed the foregoing certificate and acknowledged the same, they executed the same for the uses and purposes therein set forth.



NOTARY PUBLIC



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Southeastern Cleaning Systems, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Southeastern Cleaning Systems, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 6, 1984 - expires 5-6-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SOUTHEASTERN CLEANING SYSTEMS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SOUTHEASTERN CLEANING SYSTEMS, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of SOUTHEASTERN CLEANING SYSTEMS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of JANUARY, 19 84.



Thomas A. Snowden, Jr.

Judge of Probate

1984 JAN 18 AM 10:16

Rec 25.00
Jud 1.00
26.00

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