

ARTICLES OF INCORPORATION
OF
PROCTOR ENTERPRISES, INC.

1. The name of the corporation is Proctor Enterprises, Inc.

2. The period of its duration is perpetual.

3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including without limitation the operation of retail coin laundry and dry cleaning stores.

4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.

5. The location and mailing address of the initial registered office of the corporation is 2600 Buckboard Road, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is William V. Proctor.

6. The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

<u>Name</u>	<u>Address</u>
William V. Proctor	2600 Buckboard Road Birmingham, AL 35244

7. The name and address of the incorporator of the corporation is William V. Proctor, 2600 Buckboard Road, , Birmingham, Alabama 35244.

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

Fitzpatrick & Leonard
1000 1/2 1st Floor, East
Birmingham, AL 35202

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 2 day of July, 1985.


WILLIAM V. PROCTOR

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William V. Proctor, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 2 day of July, 1985.


Notary Public
My Commission Expires 7/8/88





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

Proctor Enterprises, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Proctor Enterprises, 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.

June 27, 1985 - expires 10-26-85

Date

Don Siegelman

Don Siegelman

Secretary of State



State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

PROCTOR ENTERPRISES, 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 PROCTOR ENTERPRISES, 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 PROCTOR ENTERPRISES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of JULY, 1985.



STATE OF ALABAMA
JULY 3 1985
INSTRUMENT NO. 1111

Thomas A. Brantley, Jr.

Judge of Probate

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Thomas A. Brantley, Jr.
JULY 3 1985

Rev 35.00
Jud 1.00
36.00