

Filing Fee: \$150.00

ID Number: 119135



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

RECORDED  
JUN 27 11 20 AM '01

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is FELIX'S DU-PRO-LUX CLEANSERS, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:  
To operate a complete dry cleaning, laundry and tailoring business AND  
for any other legal purpose

4. The aggregate number of shares which the corporation shall have authority to issue is:  
(a) *If only one class:* Total number of shares 500 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

All the above shares are to be without par value

or  
(b) *If more than one class:* Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

none

**FILED**  
JUN 27 2001  
BY [Signature] 266256

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

none

7. The address of the initial registered office of the corporation is 597 Plainfield Street

(Street Address, not P.O. Box)

Providence

, RI

02909

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Felix A. Segama

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

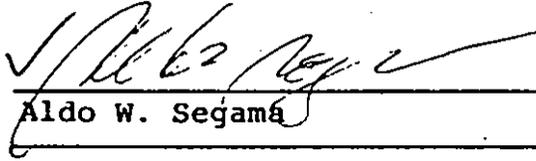
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Aldo W. Segama</u>	<u>222 Pheasant Drive, Cranston, RI 02920</u>
<u>Director</u>	<u>Felix A. Segama</u>	<u>26 Fern Street, Providence, RI 02908</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Aldo W. Segama</u>	<u>222 Pheasant Drive, Cranston, RI 02920</u>

10. Date when corporate existence is to begin upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: June 26, 2001

  
Aldo W. Segama

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 26 th day of June, 2001, personally appeared before me Aldo W. Segama, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

  
Notary Public Stephen P. Ashukian  
My Commission Expires: 06/16/2005

**BILL OF SALE**

*KNOW ALL MEN BY THESE PRESENTS*, that Du-Pro-Lux Cleansers Corp., a Rhode Island corporation (hereinafter "Seller"), for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby grants, sells, transfers, assigns and delivers unto ALDO W. SEGAMA of 222 Pheasant Drive, Cranston, Rhode Island and FELIX A. SEGAMA of 26 Fern Street, Providence, Rhode Island, as JOINT TENANTS, with right of survivorship, (hereinafter "Buyer"), without warranties expressed or implied **EXCEPT** warranties of title, and on an **AS IS, AS SEEN AND AS SHOWN** basis, the business assets of Seller as more fully described in Exhibit A attached hereto and incorporated herein by reference.

Seller warrants that it has good and absolute title to the property, rights and assets listed in said Exhibit A, **free and clear of all liens and encumbrances**, that Seller has full right to sell, transfer and deliver said assets to Buyer, and that Seller will warrant and defend the same against the lawful claims and demands of all persons.

This Bill of Sale has been executed and delivered pursuant to an Agreement for the Sale of the Assets of Du-Pro-Lux Cleansers Corp. which Agreement is dated July 6, 2000.

IN WITNESS WHEREOF Du-Pro-Lux Cleansers Corp. has caused these presents to be signed and its corporate seal to be affixed by Choong S. Lee, its President, for this purpose duly authorized this 6<sup>th</sup> day of July 2000.

Du-Pro-Lux Cleansers, Inc.

By: Choong S. Lee  
Choong S. Lee, President

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**EXHIBIT A (to BILL OF SALE)**

All the assets, be they inventory, cleaning supplies, equipment, good will and customer lists, and whether situated at 597 Plainfield Street or off the premises which are presently used in the operation of that dry cleaning, garment service or full service laundry presently on said premises by DU-PRO-LUX CLEANSERS CORP.

Without limiting the generality of the foregoing, but in the way of enumeration and clarification, said assets shall include:

1. The names Du-Pro-Lux Cleansers, Du-Pro-Lux Cleaners, Du-Pro-Lux Cleansers and Tailors;
2. The present telephone number, i.e. 943-1355;
3. Any existing customer lists; and

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