

P96000086827
Kristoff Tax Services, Inc.

4141 11th Avenue S.W.
Naples, FL 33909
(813) 353-6080

FILED

96 OCT 18 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1996

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for SilkArt, Ltd, along with a check in the amount of \$122.50 to cover the various fees and taxes.

limited Inc

Please return any pertinent information to this office.

Sincerely,

Edith T. Kristoff

Edith T. Kristoff

Encl

Edith Kristoff
CORPORATION
CORPORATE
SILKART - 1 word
GRT

*wal - 22391
BHT
10/20/96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 21, 1996

EDITH T. KRISTOFF
KRISTOFF FAX SERVICES, INC.
4141 11TH AVE SW
NAPLES, FL 33999

SUBJECT: SILK ART, LTD
Ref. Number: W96000022391

We have received your document for SILK ART, ^{LIMITED INC.} ~~LTD~~ and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 896A00048506

ARTICLES OF INCORPORATION
FOR
SilkArt Limited Inc

FILED
96 OCT 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is SilkArt Limited Inc

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse and execute promissory notes, drafts, bonds, debentures and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in a test of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligations for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein, set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects and purposes of the corporation will not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation Laws of the State of Florida, or implied by the reasonable construction of the said laws (Chapter 608 of the Florida Statutes).

ARTICLE IV - STOCK

The aggregate number of shares which the Corporation has authority to issue is 5,000, all of which will be common shares with the par value of One Dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The Corporation will begin business with Five hundred Dollars (\$500.00) as minimum capital contributed by the Incorporators.

ARTICLE VI - DIRECTORS

There will be five members of the initial Board of Directors of the Corporation. The name and address of the persons who are to serve as Directors until the first election thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edith T. Kristoff	4141 11 th Avenue SW Naples, Fl 34116
Jimmy A. Broski	4110 14 th Street West Lehigh, Fl 33971
Harry Kopley	76 Emerald Woods Drive, L-6 Naples, Fl 34108
Randall Justice	639 110 th Avenue N Naples, Fl 33963
David Summerton	975 Imperial Golf Course Blvd Naples, Fl 33963

ARTICLE VII - INCORPORATORS

The name and residence address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Edith T. Kristoff	4141 11 th Avenue SW Naples, Fl 34116

Jimmy A. Broski	4110 14 th Street West Lehigh, Fl 33971
Harry Koploy	76 Emerald Woods Drive, L-6 Naples, Fl 34108
Randall Justice	639 110 th Avenue N. Naples, Fl 33963
David Summerton	975 Imperial Golf Course Blvd Naples, Fl 33963

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this Corporation with another corporation will be required the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the Corporation to approve such mergers or consolidation, regardless of limitation or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such purposes.

ARTICLE IX - BYLAW

The By-Laws of the Corporation are to be made, altered and rescinded by the approval by the Directors of the Corporation holding at least fifty-one percent (51%) of the outstanding stock, together with the approval by the Shareholders of the Corporation holding at least fifty-one (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the Corporation, with such Directors holding at least fifty-one (51%) of the outstanding stock in the Corporation, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation will be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of this Corporation will not dispose of the stock of the Corporation which he or she may hereafter acquire without first making it available for purchase by the Corporation and then to the remaining shareholders of the Corporation should the Corporation elect not to purchase any or all of such stock. The manner in which this option may be elected will be prescribed by the By-Laws of this Corporation.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 4141 11th Avenue Sw, Naples, Florida 34116.

The name of the initial registered agent of the Corporation at that address is:
Edith T. Kristoff

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15th
day of Oct 1996.

Edith T. Kristoff

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Edith T. Kristoff, to me known to be the person described as an Incorporator in and who executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of October, 1996.

Michelle Hinkle

NOTARY PUBLIC

My commission expires:



MICHELLE HINKLE
My Comm Exp. 2/26/00
Bonded By Service Ins
No. CC535283

Personally Known Other I.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
UPON WHOM PROCESS MAY BE SERVED

FILED

NOV 18 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 617.80, Florida Statutes, the following is submitted:

FIRST; that Silk Art ^{Limited, Inc} desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 4141 11th Avenue Sw., Naples, Florida 34116, has named Edith T. Kristoff, of Naples, Florida as its agent to accept service of process within Florida.

SECOND; Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Edith T. Kristoff

Resident Agent
4141 11th Ave SW
Naples, FL 34116

Dated: Oct 15, 1996