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TALLAHASSEE, FLORIDA

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January 16, 1998

**FEDERAL EXPRESS**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-01/20/98--01084--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: PILE-TUFT FABRICS, INC./Our File No.: 6551-3

Dear Sir or Madam:

In connection with the registration of Pile-Tuft Fabrics, Inc., a foreign corporation, to transact business in Florida, I have enclosed the following documents:

1. The original certificate of existence of Pile-Tuft Fabrics, Inc. from the New York Department of State;
2. A check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) made payable to the Florida Department of State as the registration fee and certificate of status request fee;
3. One (1) original and one (1) copy of the completed Application by Foreign Corporation for Authorization to Transact Business in Florida.

Please mark the enclosed copy of the Application "Filed" and return it to me in the self-addressed Federal Express envelope which I have enclosed for your use. If you have any questions regarding the enclosed, please call me.

Sincerely,

*Beatrice Kwok*  
BEATRICE KWOK  
Legal Assistant

*gj 1/21*

Enclosure  
cc: Sanford Nemshin

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Pile-Tuft Fabrics, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

\*\*(please use the enclosed self-addressed Federal Express envelope)

Beatrice Kwok, Legal Assistant

(Name of Person)

c/o Witman, Stadtmauer & Michaels, P.A.

(Firm/Company)

26 Columbia Turnpike

(Address)

Florham Park, New Jersey 07932

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Beatrice Kwok, Legal Ass't. at ( 973 ) 822-0220

(Name of Person)

(Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Pile-Tuft Fabrics, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York State 3. 13-5649776  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 30, 1956 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 5, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 410 Jericho Turnpike  
Jericho, New York 11753  
(Current mailing address)

8. (see attached sheet)  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

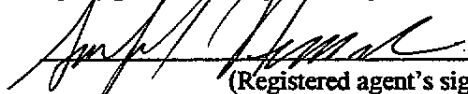
Name: Sanford Nemshin

Office Address: 141 Commodore Drive

Jupiter, Florida, 33477  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

Sanford Nemshin

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Director

~~Chairman~~: Sanford Nemshin

Address: 141 Commodore Drive

Jupiter, Florida 33477

Director

~~Vice Chairman~~: Carol Nemshin

Address: 141 Commodore Drive

Jupiter, Florida 33477

Director: Howard Nemshin

Address: 11 Darvy Drive

South Huntington, New Jersey 11746

Director:

Address:

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Sanford Nemshin

Address: 141 Commodore Drive

Jupiter, Florida 33477

Vice President: Carol Nemshin

Address: 141 Commodore Drive

Jupiter, Florida 33477

Secretary: Carol Nemshin

Address: 141 Commodore Drive

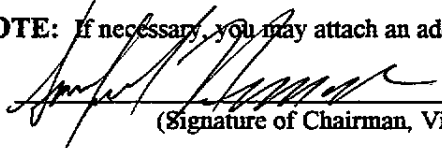
Jupiter, Florida 33477

Treasurer: Sanford Nemshin

Address: 141 Commodore Drive

Jupiter, Florida 33477

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sanford Nemshin, President

(Typed or printed name and capacity of person signing application)

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8. Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida:

a) To manufacture, produce, buy, sell, export, import, deal in, and dispose of woolen and worsted goods, cotton goods, silk goods, and goods made of any kind of artificial or synthetic fibre, and all other fabrics and textiles of any kind, character, or description, manufactured or produced from any and all materials suitable for that purpose, in any manner or by any process; to manufacture, produce, buy, sell, deal in, and dispose of all kinds of commodities, goods, wares, and merchandise of every kind and nature, incidental to or useful in connection with the business of said corporation; and to engage in and carry on any other business which may be conveniently carried on in connection with any of the businesses herein mentioned.

b) To act as sales representative, agent, broker, consignee, or factor of others in buying and selling woolen and worsted goods, cotton goods, silk goods, and goods made of any kind of artificial or synthetic fibre, and all other fabrics and textiles of any kind, character, and description, and commodities, goods, wares, and merchandise of any kind, character, and description whatsoever.

c) To manufacture, produce, buy, sell, and otherwise deal in, goods, wares, merchandise and personal property of every kind and description.

d) To take, buy, exchange, lease, or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop the same and to construct, maintain, alter, manage and control directly or through ownership of stock in any other corporation any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.

e) To sell, assign and transfer, convey, lease, or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

f) To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and do any acts or things designed

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to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stocks.

g) To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

h) To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation engaged in any business which this corporation may carry on; to pay for the said goodwill, rights, property, and assets in cash, the stock of this corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct or management of such business.

i) To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

j) To borrow money and to issue bonds, debentures, notes, or other obligations of the corporation from time to time, and to secure the same by mortgage, pledge, deed of trust or otherwise, all as permitted to business corporations under the laws of the State of New York.

k) To do any or all of the foregoing in all parts of the world and either as principal or agent; to do everything necessary, suitable or proper for the accomplishment of any of the purposes or, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part thereof.

1) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

m) This corporation shall have the power to conduct its business in all branches in the State of New York or any other State of the United States and in all foreign countries and generally to do all acts and things and to exercise all the powers, now or hereafter, authorized by law, necessary to carry on the business of this corporation or to promote any of the objects for which this corporation is formed.

n) The foregoing clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

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# State of New York Department of State

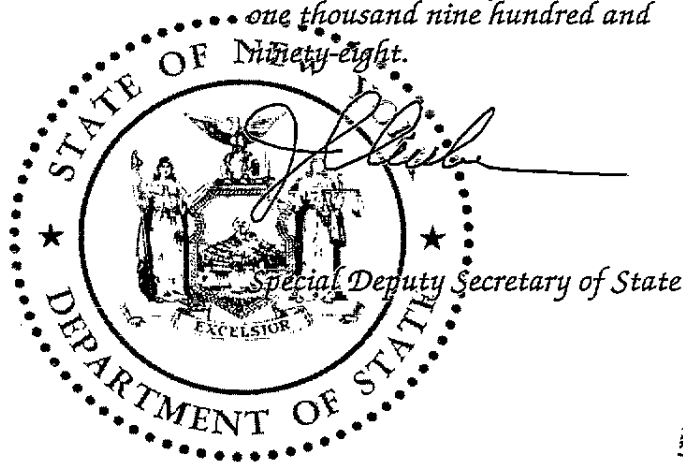
ss:

I hereby certify, that the certificate of incorporation of PILE-TUFT FABRICS, INC. was filed on 04/30/1956, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Corporation Biennial Statement is past due.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 12th day of January  
one thousand nine hundred and  
Ninety-eight.



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