

P00000047630

WATKINSON LAW OFFICES

1478 ATWOOD AVENUE - SUITE 208
JOHNSTON, RHODE ISLAND 02919

Craig J. Watkinson
Admitted In MA and RI

Telephone: (401) 421-7100
Fax: (401) 421-7166
watkinsonlaw@msn.com

May 9, 2000

Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

800003247298--9
-05/10/00--01106--010
*****88.85 *****88.85

Re: New Wave Textiles, Inc.
New Corporation

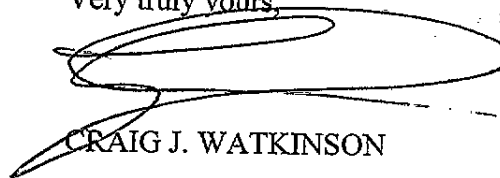
Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75, plus an additional \$5.00 for copies, total amount of check is \$83.85, which represents the filing of the articles and the return of certified copies.

Please forward the certified copy back to: Craig J. Watkinson, Esquire at 1478 Atwood Avenue, Johnston, RI 02919 - Suite 208.

If you require anything further, please do not hesitate to contact the undersigned any time. Your attention is most greatly appreciated.

Very truly yours,


CRAIG J. WATKINSON

CJW/lvd
Enclosure

00 MAY 10 PM 2:46
RECEIVED
TALLAHASSEE, FLORIDA

D. BROWN MAY 12 2000

**ARTICLES OF INCORPORATION
OF
NEW WAVE TEXTILES, INC.**

71 35
00 MAY 10 PM 2:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The Corporate name for the Corporation is New Wave Textiles, Inc. (hereinafter referred to as the "Corporation").

SECOND: The street address, wherever located, of the principal office of the Corporation is 13060 Cog Hill Way, Orlando, Florida 32828.

The mailing address, wherever located, of the Corporation is 13060 Cog Hill Way, Orlando, Florida 32828.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are without par value and are the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is Christopher Kmetz, 13060 Cog Hill Way, Orlando, Florida 32828.

The name of the initial registered agent of the Corporation at the said registered office is Christopher Kmetz, 13060 Cog Hill Way, Orlando, Florida 32828.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is: Anne Marie DeMers, of 13060 Cog Hill Way, Orlando, Florida 32828.

SIXTH: Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights options, bonds, securities, or obligations of the Corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a business providing consulting services, including providing business consulting services to businesses and individuals engaged in the manufacturing, refining, production, marketing, and sales of textiles and related products and equipment, and to otherwise generally engage in the business of providing consulting services to the Textile industry in all its varied facets and components; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business, along with any and all other legal purposes and to have all the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statute authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINETH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who

has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid out in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the Corporation shall begin on the date and time of filing of these Articles of Incorporation.

Date: 5/2/2000

By: Gene Marie Demers

Having been named as registered agent and to accept services of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Christopher Kmetz

FILED
00 MAY 10 PM 2:46
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA