

**Zimmerman  
& Zimmerman  
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01 JUL 26 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 19, 2001

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-07/26/01-01091-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: ALL WEATHER CANVAS PRODUCTS, INC.

Dear Sirs:

EFFECTIVE DATE  
07-19-01

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	35.00
Total	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

*Lawrence G. Miceli*  
B

Lawrence G. Miceli

LGM/pj

enc

J. BRYAN JUL 27 2001

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

ALL WEATHER CANVAS PRODUCTS, INC.

and the principal office of the Corporation shall be:

750 E. Sample Road, Bldg. 8, Bay 2  
Pompano Beach, FL 33064

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ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

#### ARTICLE IV

##### PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### INITIAL REGISTERED AGENT

##### AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: TRACI MAHER

INITIAL REGISTERED OFFICE: 750 E. Sample Road, Bldg. 8, Bay 2  
Pompano Beach, FL 33064

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
TRACI MAHER	750 E. Sample Road, Bldg. 8, Bay 2 Pompano Beach, FL 33064
STEVEN BRAMS	750 E. Sample Road, Bldg. 8, Bay 2 Pompano Beach, FL 33064
JAMES MAHER	750 E. Sample Road, Bldg. 8, Bay 2 Pompano Beach, FL 33064

## ARTICLE VII

### INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
TRACI MAHER	750 E. Sample Road, Bldg. 8, Bay 2 Pompano Beach, FL 33064

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE IX

### COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

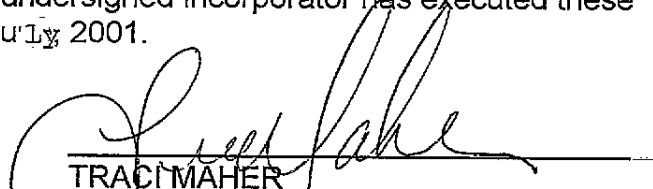
## ARTICLE XI

### AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions

contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

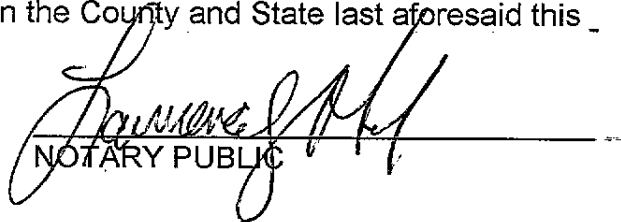
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 19 day of July, 2001.

  
\_\_\_\_\_  
TRACI MAHER  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that before me, an officer duly qualified to take acknowledgments, personally appeared TRACI MAHER, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed said instrument for the purposes therein described.

WITNESS my hand and official seal, in the County and State last aforesaid this 19 day of July, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

LAWRENCE G. MICELI  
Notary Public, State of Florida  
My comm. exp. Sept. 13, 2003  
Comm. No. CC870707

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

ALL WEATHER CANVAS PRODUCTS, INC., desiring to organize under the laws of the  
State of Florida, with its principle office, as indicated in the Articles of Incorporation in the  
City of Pompano Beach, County of Broward, State of Florida, has named TRACI MAHER,  
located at 750 E. Sample Road, Bldg. 8, Bay 2, County of Broward, State of Florida, as its  
agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation,  
at the place designated in this certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act relative to keeping said office.

BY: 

TRACI MAHER  
Resident Agent

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