

P01000105136

MICHAEL B. UDELL
ATTORNEY AT LAW

ADMITTED AND LICENSED

FLORIDA STATE BAR
TEXAS STATE BAR

GENERAL PRACTICE
FAMILY LAW
CIVIL & CRIMINAL LITIGATION
TRIAL PRACTICE

5745 S. UNIVERSITY DRIVE
DAVIE, FLORIDA 33328

-RESPOND TO-
P.O. BOX 841207
PEMBROKE PINES, FL 33084

TELEPHONE (954) 680-5994
FACSIMILE (954) 680-1510

October 26, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

10/26/01

200004656792--9
-10/29/01--01047--003
****122.50 *****78.75

Subject: NATEX TEXTILE & DESIGN CORP.

Gentlemen:

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50.

Very truly yours,

MICHAEL B. UDELL

MBU/hj

Enclosures

01 OCT 29 AM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
10/31/01-

FILED

01 OCT 29 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NATEX TEXTILE & DESIGN CORP.

EFFECTIVE DATE

10/26/01

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. The name of the Corporation is:

NATEX TEXTILE & DESIGN CORP.

Article 2. The Corporation is formed for the following purposes:

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any land, or interest in lands, and any buildings or other structures, at any time owned or held the by the corporations. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of

Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) 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, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Florida is 5745 S. University Drive, Davie, Florida 33328, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Michael B. Udell.

Article 4. The street address of the initial principal office of the Corporation is 5745 S. University Drive, Davie, Florida 33328.

Article 5. The total number of shares of stock which the Corporation shall have authority to issue is 100 shares, \$1.00 par value, all of which shall be of the same class and all of which are designated as common stock.

Article 6. No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to,

any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

Article 7. The number of directors constituting the initial Board of Directors of the Corporation is one. initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: Dennis Greenwald having an address at 5745 S. University Drive, Davie, Florida 33328.

Article 8. The name of the incorporator is Dennis Greenwald, and the mailing address of the incorporator is c/o Michael B. Udell, 5745 S. University Drive, Davie, Florida 33328.

Article 9. The effective date of the Corporation shall be October 26, 2001.

Article 10. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and nonvoting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Article 11. The amount of capital with which this corporation shall begin business is \$100.00.

Article 12. The names and street addresses of the subscribers to these articles of incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Dennis Greenwald	5745 S. University Drive Davie, Florida 33328	50	\$50.00
Sheryl Greenwald	5745 S. University Drive Davie, Florida 33328	50	\$50.00

Article 13. This corporation shall have perpetual existence.

Article 14. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these articles of incorporation be made.

Article 15. This Corporation expressly elects not to be governed by Section 607.0901 or Section 607.0902 of the Florida Business Corporation act, as amended from time to time, relating to affiliated transactions and control share acquisitions.

Article 16. The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

Article 17. The Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

Article 18. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing articles of incorporation under the Laws of the State of Florida, this 16 day of Oct., 2001.


Dennis Greenwald
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the 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.

Dated: October 16, 2001


Michael B. Udell

FILED
01 OCT 29 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA