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ACCOUNT NO. : 072100000032

REFERENCE : 371784 11366A

AUTHORIZATION : *Patricia Pigott*
COST LIMIT : \$ 78.75

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2001 DEC 14 PM 1:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

01 DEC 14 AM 11:33

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2001

ORDER TIME : 10:40 AM

ORDER NO. : 371784-005

CUSTOMER NO: 11366A

CUSTOMER: Mr. Robert H. Staley
Saunders Curtis Ginestra &
Gore
Suite 101
1650 N.e. 26th Street
Fort Lauderdale, FL 33305

DOMESTIC FILING

NAME: QUILTS & OTHER COMFORTS, INC.

EFFECTIVE DATE:

900004726369--5

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

✓S/12/14/01

**ARTICLES OF INCORPORATION OF
QUILTS & OTHER COMFORTS, INC.**

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TALLAHASSEE FLORIDA

ARTICLE I

PREFACE

1. The undersigned desires, under the following Articles, to form a corporation under the laws of the State of Florida.

ARTICLE II

NAME

2. The name of this corporation shall be:

QUILTS & OTHER COMFORTS, INC.

ARTICLE III

GENERAL NATURE OF BUSINESS

3. The general nature of the business to be transacted by this corporation is:

3.01 Mail order and retail sales.

3.02 The corporation to engage in any other activity or business permitted under the laws of the United States and the State of Florida.

3.03 To buy, sell, hold, lease, let, rent, trade, develop, subdivide, improve, rehabilitate, maintain, operate and manage real and personal property of every nature whatsoever.

3.04 To contract to buy, sell, hold, lease, let, rent, trade, develop, subdivide, improve, rehabilitate, maintain, operate and manage real and personal property of every

nature whatsoever with and for any parties whomsoever.

ARTICLE IV

CORPORATE POWERS

4. The corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including but not limited to:

4.01 Elect or appoint such officers and agents as its affairs shall require, and allow them suitable compensation.

4.02 Adopt, change, amend and repeal Bylaws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, and transfer on its affairs and property, and transfer on its record of its stocks or other evidence of interest and the calling and holding of meetings of its shareholders.

4.03 Make and enter into all contracts necessary and proper for the conduct of its business.

4.04 Conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal (tangible or intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

4.05 Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

4.06 Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, along, in syndicates or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of

ownership, including any voting rights.

4.07 Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

4.08 Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate, and upon such terms as it may deem necessary or expedient and shall authorize and agree upon, issue and sell, or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and deem expedient; and

4.08.01 Provide in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing it.

4.08.02 Provide, in case of the sale of any property by virtue of any such instrument or of any foreclosure, that the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

4.09 Lend and advance money, extend credit, take notes any kind or nature of evidence of indebtedness therefor.

ARTICLE V

CAPITAL STOCK

5.01 This corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the part value of \$1.00 each.

5.02 All of said stock shall be payable in cash, property, labor, or services at just valuation. Property, labor, or services may be purchased or paid for with the capital stock

at a just valuation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

6. The street address of the initial registered office of this corporation is 4301 North Federal Highway, Suite 2000, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is DONALD LAMPE.

ARTICLE VII

MANAGEMENT BY SHAREHOLDERS

7. In lieu of a Board of Directors and in conformity with the Florida Statutes, Chapter 607, the business of this corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

DOMICILE AND POST OFFICE ADDRESS

8. The principal place of business of this corporation shall be located in the City of Fort Lauderdale, County of Broward and State of Florida, or such other place as the shareholders may determine, and it shall have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient. Until changed, the post office address of the corporation will be:

4301 North Federal Highway, Suite 2000

Fort Lauderdale, Florida 33308

ARTICLE IX

SUBSCRIBERS

9. The name and post office address of the subscriber of this Certificate of Incorporation, the number of shares of stock he agrees to take and the value and consideration thereof, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Donald Lampe	4301 N. Federal Highway, Ste 2000, Ft. Lauderdale, FL 33308	1,000	\$1.00

ARTICLE X

NOTICE

10. The provisions of this charter and amendments thereof, and each and every article and section hereof, and the provisions of the Bylaws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations upon the powers of this corporation.

ARTICLE XI

1244 STOCK

11. The capital stock of this corporation shall be offered and sold under the provisions of Section 1244 of the Internal Revenue Code of the United States (to be known as Section 1244 Stock).

WITNESS MY HAND AND SEAL this 12 day of DECEMBER 2001.



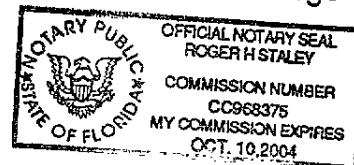
DONALD LAMPE

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing Articles of Incorporation were sworn to and acknowledged before me this
12 day of December, 2001 by DONALD LAMPE, who is personally known
to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:
(Notarial Seal)



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT **QUILTS & OTHER COMFORTS, INC.**

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE,

(CITY)

STATE OF FLORIDA, HAS NAMED DONALD LAMPE

(STATE)

(NAME OF RESIDENT AGENT)

LOCATED AT 4301 North Federal Highway, Suite 2000, Fort Lauderdale, FL 33308

(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Donald Lampe*

(CORPORATE OFFICER)

TITLE President

DATE December 12, 2001

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.

SIGNATURE *Donald Lampe*

(CORPORATE OFFICER)

DATE December 12, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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