

PD20000085675

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000177771 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ralph's fabric warehouse, inc.

Certificate of Status	1
Certified Copy	1
Page Count	06 ✓
Estimated Charge	\$87.50

D. WHITE AUG - 8 2002

H020000177771

ARTICLES OF INCORPORATIONOFRALPH'S FABRIC WAREHOUSE, INC.

FILED

02 AUG -7 AM 9:11

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is RALPH'S FABRIC WAREHOUSE, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to own, buy, sell, lease, equip, and operate a retail fabric business, and deal in all kinds of fabric related products, and generally deal in all kinds of fabric related services and products necessary or useful in such occupation, and to engage in any other lawful activities within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

Articles prepared by:  
Sylvia Alarcon Sparler, Esq.  
4100 South Dixie Highway, Suite C  
West Palm Beach, FL 33405  
(561) 655-9400

H020000177771

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and the registered address of the corporation in the State of Florida shall be:

Sylvia Alarcon Sparler, 4100 S. Dixie Highway, Suite C, West Palm Beach, FL 33405

### **ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE**

The initial principal office of the corporation shall be at 2695 Rockcrest Court, West Palm Beach, FL 33415. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

### **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

### **ARTICLE VIII - INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street address is:

Rosana Perez, 510 W. 170 Street, Apt. 4B, New York, NY 10032.

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX- INITIAL OFFICERS

The names of the initial officers of this corporation and their street address is:

The President and Secretary is Rosana Perez, 510 W. 170 Street, Apt. 4B, New York, NY 10032.

The person named as initial officer shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

#### ARTICLE X - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Rosana Perez, 510 W. 170 Street, Apt. 4B, New York, NY 10032.

#### ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

#### ARTICLE XII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIII - AMENDMENT

The 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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 07 day of August, 2002.

Rosana Perez  
ROSANA PEREZ

STATE OF FLORIDA)

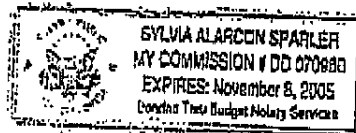
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Rosana Perez, ( ) to me known to be the person described or X who presented the following type of identification Identification Card, as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida, 7th day of August, 2002.

Sylvia Alarcon Sparker  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



AUG-07-2002 15:46

EMPIRE CORP

305 541 3770 P.06/06

#020000177771

FILED

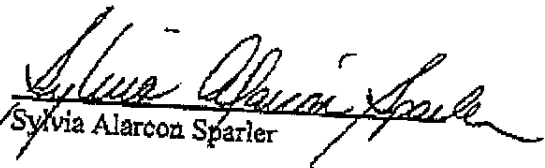
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
02 AUG -7 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That RALPH'S FABRIC WAREHOUSE, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach, Palm Beach County, Florida, has named SYLVIA ALARCON SPARLER, Esq. 4100 S. Dixie Highway, Suite C, West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
Sylvia Alarcon Sparler

#020000177771