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## GLASSER, BORETH & CEASAR

Attorneys-at-Law

8181 W. Broward Blvd. Suite 201 Plantation, Florida 33324

Mitchell Ceasar Harry O. Boreth Lloyd S. Glasser Tel (954) 475-2500 Fax (954) 474-3149

December 13, 2004

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

Re: Onel Import Export ADA Quilting Co., Inc.

Dear Sir or Madam,

Enclosed please find original and one (1) copy of Articles of Incorporation together with check in the amount of \$78.75. Please return a stamped copy of the Articles to us in the self-addressed, stamped envelope which is enclosed for your convenience.

Thank you.

Yours truly,

Mitchell Ceasar

MC/lk enclosures

### ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALLAMASSEE, FLORIDA

### ONEL IMPORT EXPORT ADA QUILTING CO., INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

### ARTICLE I. CORPORATE NAME.

The name of this corporation is:

ONEL IMPORT EXPORT ADA QUILTING CO., INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

### 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 1,000 shares of common stock having a par value of \$1.00 per share.

### ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

# ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE AND MAILING ADDRESS.

The street address of the initial Registered/Principal Office of this Corporation in the State of Florida shall be, 420 N.W. 67<sup>th</sup> Avenue, #201, Boca Raton, FL 33487, and the initial Registered Agent of this Corporation is, SEBATI ONEL, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as a amended from time to time, with respect to keeping on office open for service of process. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

### ARTICLE VI. 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 Bylaws adopted by the stockholders, but shall never be less than one.

### ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

SEBATI ONEL 420 N.W. 67<sup>th</sup> Avenue, #201 Boca Raton, FL 33487

PRESIDENT

The person named as initial director 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 VIII. INCORPORATOR.

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

SEBATI ONEL

420 N.W. 67<sup>th</sup> Avenue, #201 Boca Raton, FL 33487

### ARTICLE IX. AMENDMENT.

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 at least a majority of the stock entitled to vote, 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.

### ARTICLE X. INDEMNIFICATION.

This Corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this <u>13</u> day of December, 2004.

SEBATI ONEL

STATE OF FLORIDA

)§

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared SEBATI ONEL, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 13th. day of December, 2004.

Notary Public

State of Florida at Large

Printed Signature of Notary

My commission expires:



### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

DATED this <u>/3</u> day of December, 2004.

SEBATI ONEL