

LAW OFFICE
NELSON C. KESHEN, P.A.
9130 South Dadeland Blvd.
Suite 1511
Miami, Florida 33156

TELEPHONE
(305) 701-7010

FACSIMILE
(305) 670-6203

995000004062

January 9, 1995

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

RECEIVED 1 JAN 11 1995
01/17/95 011055 001
***122.50 ***122.50

Re: Incorporation of Cover Concepts Corporation
Our File No. 229.1

Gentlemen:

Enclosed please find for filing two original Articles of Incorporation together with our trust account check in the amount of \$122.50, covering filing fees, registered agent designation fee and certified copy fee.

Please return the certified copy in the enclosed self-addressed envelope.

Yours truly,

NELSON C. KESHEN

NCK/cca

Enclosure

FILED
95 JAN 13 PM 1:04
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COVER CONCEPTS CORPORATION**

The undersigned, being over the age of eighteen (18) years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of the corporation is **COVER CONCEPTS CORPORATION**.

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation.

ARTICLE III

AUTHORIZED SHARES

A. The total number of shares of stock which the corporation shall have authority to issue is 5,000 shares of voting common stock of the par value of \$0.50 each.

B. All shares issued by the Corporation shall be represented by Certificates.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

FILED
95 JAN 13 PM 1:04
CLERK OF DISTRICT COURT
JAN 13 1995

ARTICLE V

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 16155 S.W. 117 Avenue, Unit #B-23, Miami, Florida 33177 or such other place as may be designated by the Board of Directors.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

MOHAMMED ZAHER
16155 S.W. 117 AVENUE/ UNIT #B-23
Miami, Florida 33177

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VIII

NAME AND ADDRESS OF DIRECTOR

The initial Director of the Corporation is:

MOHAMMED ZAHER
16155 S.W. 117 AVENUE/ UNIT #B-23
Miami, Florida 33177

ARTICLE IX

NAME AND ADDRESS OF SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation are:

MOHAMMED ZAHER
16155 S.W. 117 AVENUE/ UNIT #B-23
Miami, Florida 33177

ARTICLE X

BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may be from time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 9th day of January, 1995.


MOHAMMED ZAHER

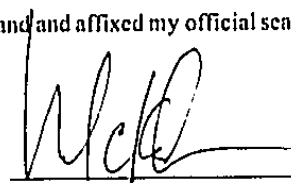
STATE OF FLORIDA)

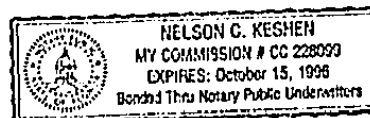
ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MOHAMMED ZAHER to me well known to be the person described in and who subscribed to the above and foregoing Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 9th day of January, 1995.


NOTARY PUBLIC-STATE OF FLORIDA



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

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

FIRST: That **COVER CONCEPTS CORPORATION** desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, and has named **MOHAMMED ZAITER** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



RESIDENT AGENT

FILED
95 JAN 13 PM 1:04
TALLAHASSEE, FL