

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 0111
904 222 0111 FAX

800-342-8086

P95000014623

csc networks

MAIL TO
P.O. BOX 5878
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 543909 - 11475A

AUTHORIZATION : Patricia [signature]

COST LIMIT : \$ 122.50

ORDER DATE : February 15, 1995

ORDER TIME : 1:26 PM

ORDER NO. : 543909

6100001407276

CUSTOMER NO: 11475A

CUSTOMER: James B. Putney, Esq
HARNETT & LESNICK, P.A.

Suite 201
7251 West Palmetto Park Road
Boca Raton, FL 33433

DOMESTIC FILING

NAME: **NEEDLEPOINT BY MAIL, INC.**

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON. Carol J. Davis

EXAMINER'S INITIALS: [signature]

2-22-95
CJ/D

FILED
95 FEB 16 11 742

EFFECTIVE DATE
2-13-95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1995

use file date

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

Resubmit

SUBJECT: NEEDLEPOINT BY MAIL, INC.
Ref. Number: W95000003566

2.21.95

We have received your document for NEEDLEPOINT BY MAIL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 795A00007013

5/17/95 20:00:00

EFFECTIVE DATE

2-13-95

FILED

95 FEB 16 14 7:42

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Needlepoint by Mail, Inc.

ARTICLE I

NAME

The name of this Corporation is Needlepoint by Mail, Inc.
The business and mailing address of the corporation shall be
c/o Bertram Harnett, 7251 W. Palmetto Park Road, Suite 201,
Boca Raton, Florida 33433, which is the same as that of the
registered agent.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on
February 13, 1995.

ARTICLE III

PURPOSE

The Corporation may engage in any lawful activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One
Dollar (\$1.00) par value common stock, which shall be designated
"Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Bertram Harnett, Esq., 7251 W. Palmetto Park Road, Suite 201, Boca Raton, FL 33433.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors 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 (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Helene Crohn</u>	<u>6031 LeLac Road</u> <u>Boca Raton, FL 33496</u>
<u>Sonia Chapell</u>	<u>145 West Marion Ave.</u> <u>Punta Gorda, FL 33950</u>

ARTICLE VII

BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX

PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

CUMULATIVE VOTING

At all times, each Shareholder of the Corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the Stockholder's name on the Corporation's books. In elections for the Board of Directors, each Stockholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Stockholder multiplied by the number of Directors that the Stockholder may elect. The Stockholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE XI

INCORPORATOR

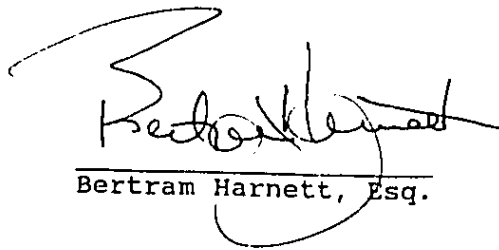
The name and address of the person signing these Articles is Bertram Harnett, Esq., 7251 West Palmetto Park Road, Suite 201, Boca Raton, FL 33433.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of February, 1995.


Bertram Harnett, Esq.

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 PROVISIONS OF

ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 13 DAY OF FEBRUARY, 1995.

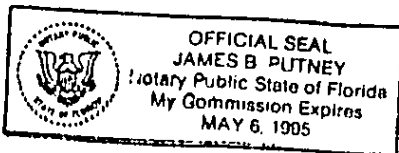

Bertram Harnett, Esq.


STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Bertram Harnett, Esq., personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Needlepoint by Mail, Inc., and he acknowledged before me that he executed those Articles of Incorporation, without an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 13 day of February, 1995.

NOTARY SEAL




Notary Public
State of Florida at Large

My Commission Expires: May 6, 1995

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