

P95000041450

FILED

95 MAY 22 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCLOSURE 14 SINGLES
-05/23/95--01004--011
***1612.50 ***122.50

Matthew E. Washofsky, Esq.
(Requestor's Name)

1360 Northlake Blvd Ste 207
(Address)

Palm Beach Gardens, FL
(City, State, Zip) (Phone #) 334110

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Custom Swimming Pool, Inc.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PA 5-26

Examiner's Initials

FILED
95 MAY 22 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CUSTOM SWIMWEAR, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

CUSTOM SWIMWEAR, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:

4360 Northlake Blvd.
Suite 205
Palm Beach Gardens, Fl 33410

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Ellen Arian, President
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles is:

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd.
Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

Every shareholder, 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 prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 18th day of May, 1995.

In the presence of:

Bettina Dietch
Juan E. Carl

M E Washofsky
MARTIN E. WASHOFSKY, F.A., P.A.
PRESIDENT

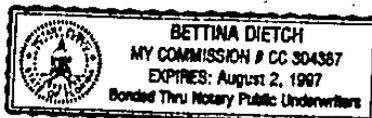
STATE OF FLORIDA
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Martin E. Washofsky who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that she executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of May, 1995.

Bettina Dietch
Notary Public

State of Florida at Large
My commission expires:



FILED
95 MAY 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Martin E. Washofsky, E.A., P.A.

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted, in compliance with said Act:

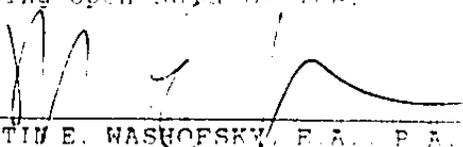
First, that CUSTOM SWIMWEAR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4360 Northlake Blvd. Suite 205, Palm Beach Gardens, Florida 33410. County of Palm Beach, State of Florida, has named:

Martin E. Washofsky, E.A., P.A., President
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

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 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 open said office.


MARTIN E. WASHOFSKY, E.A., P.A.
PRESIDENT

P95000041450

LANDIS, GRAHAM, FRENCH, HUNFELD, SHERMAN & FORD, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1802

ERSKINE W. LANDIS (1900-1987)
JOHN L. GRAHAM (1908-1978)
WILLIAM E. SHERMAN
RICHARD B. GRAHAM
WILLIAM A. OTTINGER
JOE O. DYKES, JR.
F. A. FORD, JR.
SAM N. MASTERS
PHILIP L. PARTNIDGE
BRYAN D. AUSTIN
E. CHANNING COOLIDGE, JR.

*BOARS CERTIFIED ESTATE PLANNING AND PROBATE LAWYER
*CERTIFIED CIRCUIT MEDIATOR

DeLAND
145 EAST RICH AVE.
POST OFFICE BOX 48
DeLAND, FLORIDA 32721-0048
(904) 734-3451
FACSIMILE (904) 736-1350

DAYTONA
543 SOUTH RIDGEWOOD AVE.
POST OFFICE BOX 265428
DAYTONA BEACH, FLORIDA 32126-5428
(904) 252-4717
FACSIMILE (904) 253-7352

DELTONA
SUITE 204, MEDICAL ARTS CENTER
1555 SAXON BOULEVARD
DELTONA, FLORIDA 32725-5522
(407) 874-1461
FACSIMILE (407) 874-0242

J. COMPTON FRENCH
THORWALD J. HUSFELD
FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO:

DeLand Office

August 21, 1995

800001567968
-08/24/95--01006--004
*****35.00 *****35.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **CUSTOM SWIMWEAR, INC.**
No. P 95-000041450

Dear Ladies and Gentlemen:

Pursuant to my telephone conversation with your office last Friday, I have enclosed an original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above referenced corporation. Please return a conformed copy of the Statement of Change to the office indicated above. A self addressed envelope is enclosed for your convenience.

I have also enclosed our check payable to the Department of State in the amount of \$35.00 for filing fees.

Thank you for your assistance in this matter. If you have any questions or need any additional information, please do not hesitate to contact this office.

Sincerely,

Ruth D. Stanley
Ruth D. Stanley, CLA
to William E. Sherman

/rds
Enclosures

R.A. Change

N. HENDRICKS AUG 25 1995

FILED
95 AUG 23 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Custom Swimwear, Inc.

1b. The mailing address of the corporation is: 2444 S. Volusia Ave., Orange City FL 32763

1c. Date of incorporation: May 22, 1995 Document number: P 95000041450

2. The name and address of the current registered agent and office: Martin E. Washofsky, E.A., P.A. 4360 Northlake Blvd., Ste. 205 Palm Beach Gardens, FL 33410

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) Ellen Arian 2444 S. Volusia Avenue Orange City, FL 32763

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) Ellen Arian, President 8/21/95 (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) 8/21/95 (Date)

If signing on behalf of an entity: (Typed or Printed Name) (Capacity)

FILED 95 AUG 23 PM 1:51 SECRETARY OF STATE TALLHASSEE, FLORIDA

LANDIS, GRAHAM, FRENCH, HUBFELD, SHERMAN & FORD, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

P95000041450

HASKINE W. ...
JOHN L. GRAHAM (1907)
WILLIAM E. SHERMAN
RICHARD B. GRAHAM
WILLIAM A. OTTINGER
JOE O. DYKES, JR.
F. A. FORD, JR.
SAM N. MASTERS
PHILIP L. PARTNIDGE
E. CHANNING COOLIDGE, JR.

*BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER
†CERTIFIED CIRCUIT MEDIATOR

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148 EAST RICH AVE.
POST OFFICE BOX 48
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543 SOUTH RIDGEWOOD AVE.
DAYTONA BEACH, FLORIDA 32114
(904) 252-4717
FACSIMILE (904) 253-7352

DELTONA

SUITE 204, MEDICAL ARTS CENTER
1555 SAXON BOULEVARD
DELTONA, FLORIDA 32725-5922
(407) 574-1481
FACSIMILE (407) 574-0242

J. COMPTON FRENCH
THORWALD J. HUBFELD
FRANK A. FORD, BR.
OF COUNSEL

PLEASE REPLY TO:

DeLand Office

March 20, 1996

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001757064
-03/26/96--01051--012
*****35.00 *****35.00

RE: CUSTOM SWIMWEAR, INC.
P-95-000041450

Dear Ladies and Gentlemen:

Enclosed is the original and one copy of the executed ARTICLES OF DISSOLUTION for the above referenced corporation. Please return a conformed copy of same to the office indicated above. An envelope has been provided for your convenience.

Also enclosed is our check in the amount of \$35.00 made payable to the Department of State in payment of the filing fee.

Thank you for your assistance.

Sincerely,

Ruth D. Stanley
Ruth D. Stanley, CLA
to William E. Sherman

/rds
Enclosures

FILED
36 MAR 1996
TALLAHASSEE, FLORIDA

Handwritten notes: P95000041450, F1 diss, 3-25-96

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is CUSTOM SWIMWEAR, INC.

SECOND: The articles of incorporation were filed on May 22, 1995.

THIRD: (check one)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (check one)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

SEVENTH: This corporation is to be dissolved per court order executed on March 12, 1996, copy of which is attached hereto as Exhibit A.

Signed this 20th day of March, 1996

Signature 

(By an incorporator if adopted by the incorporators or by the chairman of vice chairman of the board, president, or other officer if adopted by the directors.)

ELLEN ARIAN

(Typed or printed name)

PRESIDENT

(Title)

FILED
36 MAR 25 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

received
3/14/96

IN THE CIRCUIT COURT, SEVENTH
JUDICIAL CIRCUIT, IN AND FOR
VOLUSIA COUNTY, FLORIDA

CASE NO.: 95-10804-CIDL-01:
JUDGE: JOHN V. DOYLE

ELLEN ARIAN, Individually
and CUSTOM SWIMWEAR, INC.
a Florida Corporation,

Plaintiff,

vs.

LORNE GAGNON,

Defendant.

ORDER FOR DECLARATORY JUDGMENT

PLAINTIFFS having moved the court for a declaratory judgment,
and it appearing to the court that PLAINTIFFS and DEFENDANT have reached
a mutual satisfactory agreement (Joint Stipulation and Settlement
Agreement attached hereto and made a part hereof as Exhibit A) it is
hereby

ORDERED AND ADJUDGED as follows:

1. The Joint Stipulation and Settlement Agreement is
accepted by the Court and incorporated into and made a part of the
record in this Order for Declaratory Judgment.

2. CUSTOM is a Florida corporation, whose articles were
filed with the Florida Secretary of State on May 22, 1995, which
corporation was formed for the purpose of doing business, specializing
in the custom design and manufacturing of swimwear.

3. There is not now nor has there ever been any type of partnership agreement or any other type of agreement or relationship between the parties other than CUSTOM and Ellen Arian, President.

4. DEFENDANT has not made any representations or entered into any agreements, contracts, deals, promises, or pledges on behalf of CUSTOM or Ellen Arian, individually.

5. CUSTOM is hereby dissolved and terminated by this court, and PLAINTIFF, Ellen Arian, may pursue this dissolution by filing the correct papers with the State of Florida, Secretary of State's office.

6. The assets which PLAINTIFF, Ellen Arian, and DEFENDANT each now have in their individual possession are accounted for and so allocated as belonging to each of them individually.

DONE AND ORDERED in Chambers at 120 West Indiana Avenue, Room 206, DeLand, Florida 32720, this 12 day of March, 1996.

/s/ JOHN V. DOYLE
Circuit Judge

CC: Philip L. Partridge, Esquire
Erskine Rogers, Esquire