

P95000053505

McGEE, GAINES & HUSKEY, P.A.

INTERNATIONAL BUILDING  
PENTHOUSE WEST  
2466 EAST SUNRISE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33304

C. EDWARD MCGEE, JR.  
JAMES P. GAINES  
J. DAVID HUSKEY, JR.

TELEPHONE (305) 563-8200

TELECOPIER (305) 566-7764

ADRIAN P. THOMAS

June 29, 1995

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

300001530208  
-07/05/95--01071--015  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation/Direct Style, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Direct Style, Inc., together with a our firm check in the amount of \$122.50, representing the following costs:

- |                                    |         |
|------------------------------------|---------|
| 1. Filing Fee for Articles         | \$35.00 |
| 2. Filing Fee for Registered Agent | \$35.00 |
| 3. Certification Fee for Articles  | \$52.50 |

Enclosed for your convenience is a self-addressed return envelope. Thank you for your assistance in this matter and if you have any questions or require additional information, please contact me at your convenience.

Very truly yours,

McGEE, GAINES & HUSKEY, P.A.

*J. David Huskey, Jr.*  
J. David Huskey, Jr.  
For the Firm

JDH/sd  
enclosures as noted  
40526.04.001  
morgan\secystat.ltr

7/12/95  
*TH*

**ARTICLES OF INCORPORATION  
OF  
DIRECT STYLE, INC.**

The undersigned, natural persons competent to contract do hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I  
NAME**

The name of the Corporation shall be as stated above.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of capital stock authorized to be issued by this corporation shall be Five Hundred (500) shares having a par value of One (\$1.00) Dollar per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin

business shall be no less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other place within or without the State of Florida that may be deemed expedient:

10 Saranac Road  
Sea Ranch Lakes, Florida 33308

**ARTICLE VII**  
**DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed without cause at any annual or special meeting of the Stockholders where a quorum is present, in person or by proxy, by the affirmative vote of a majority of the outstanding stockholders of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present, in person or by proxy, by the affirmative vote of a

majority of the Directors present at said meeting.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The names and address of the initial Director is:

Jorj M. Morgan  
20 Saranac Road  
Sea Ranch Lakes, Florida 33308

Successors are elected and appointed and are qualified.

**ARTICLE IX**  
**SUBSCRIBERS**

The name and address of the subscriber to these Articles of Incorporation is as follows:

J. David Muskey, Jr., Esquire  
2455 East Sunrise Boulevard  
Ft. Lauderdale, Florida 33304

**ARTICLE X**  
**CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually, or any firm of which any Director may be a member or may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum

at such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

#### **ARTICLE XI** **INDEMNIFICATION**

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder in the case of an action or suit by or in the right of the corporation, such person shall be indemnified only to the extent of his expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement thereof and not for any judgments, fines or amounts paid in settlement.

#### **ARTICLE XII** **INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial Registered Agent of the Corporation


and the street address of the initial registered office of the Corporation are as follows:

| <u>Name</u>          | <u>Address</u>   |
|----------------------|--|
| C. Edward McGee, Jr. | 2455 East Sunrise Boulevard<br>Penthouse West<br>Fort Lauderdale, FL 33304 |

**ARTICLE XIII**  
**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 30<sup>th</sup> day of June, 1995.

  
J. David Huskey, Jr.  
Incorporator

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared J. David Huskey, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

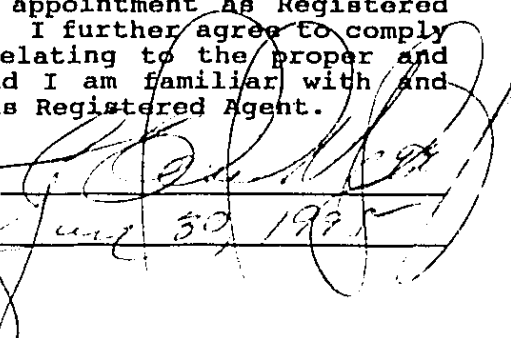
official seal in the state and county aforesaid, this 30<sup>th</sup> day of June, 1995.

  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
SUZANNE E. DANIBLS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC446838  
MY COMMISSION EXP. MAR. 21, 1999

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature 

Date June 30, 1995

JDH/sd  
06/28/95  
40526.04.001  
directstyle\art.inc