

P96000003054

January 2, 1996

FILED
96 JAN 10 11 18 47

FILED
TALLAHASSEE, FLORIDA

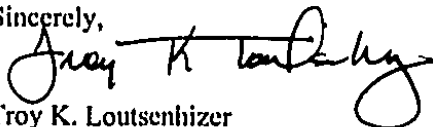
Secretary of State
State of Florida
Corporate Division
PO Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Turning Leaves, Incorporated for registration along with a check for \$122.50 to cover the charter fee, etc.

Please return a certified copy to me.

Sincerely,



Troy K. Loutsenhizer
4515 Oakcreek Street, #109
Orlando, FL 32835
(407) 298-9297

TL/mf

Enclosures

100001680021
-01/05/96--01049--015
****122.50 ****122.50

1-10-96
28

December 18, 1995


Secretary of State
State of Florida
Corporate Division
PO Box 6327
Tallahassee, FL 37301

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Turning Leaves, Incorporated for registration along with a check for \$122.50 to cover the charter fee, etc.

Please return a certified copy to me.

Sincerely,


Troy K. Loutsenhizer
4515 Oakcreek Street, #109
Orlando, FL 32835

W95-104
685
2287

TL/mf

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 3, 1996

TROY K. LOUTSENHIZER
4515 OAKCREEK STREET, #109
ORLANDO, FL 32835

SUBJECT: TURNING LEAVES, INCORPORATED
Ref. Number: W9600000104

We have received your document for **TURNING LEAVES, INCORPORATED**, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

| | |
|---------------------------------|----------|
| Filing Fees | \$35. |
| Registered Agent Designation | \$35. |
| Certified Copy | \$52.50 |
| Total Fee Due | \$122.50 |

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 096A00000178

**ARTICLES OF INCORPORATION
OF
TURNING LEAVES, INC.**

FILED
96 JAN 10 AM 11:47
SEC. 11.
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Turning Leaves, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this corporation is organized is to engage in the operation of finished cloth fabrication business and may transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 9,000 shares of common stock. Each of the 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 or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Troy K. Loutsenhizer. The street address of the initial registered office of this corporation is 17719 Temple Street, Montverde, FL 34756. The initial principal mailing address of this corporation is PO Box 770206, Orlando, FL 32877-0206. The Board of Directors from time to time may move the registered office to any other address or mailing address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the Initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

Troy K. Loutsenhizer

4515 Oakcreek Street #109
Orlando FL, 32835

Sandra R. Johnston

17719 Temple Street
Montverde, FL, 34756

Deborah Zmorski

2003 Kinder Court
Orlando FL, 32837

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is Troy K. Loutsenhizer, 4515 Oakcreek Street #109, Orlando, FL 32835.

ARTICLE IX

BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

PRE-EMOTIVE RIGHTS

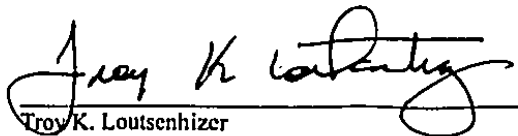
Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLE OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) day's written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 2 day of January, 1996.


Troy K. Loutsenhizer

**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**

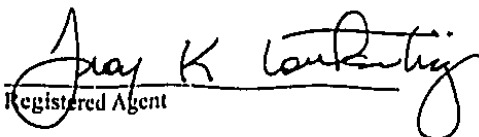
FILED
JAN 10 1996
TAMPA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Turning Leaves, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Montverde, State of Florida, has named Troy K. Lautenhizer, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated, this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Registered Agent

Jan. 2, 1996
Date