

JAN 25 1996

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: LEVINE & PARTNERS, P.A.
1110 BRICKELL AVE
7TH FLOOR
MIAMI FL 33131-0000

FAX: (904) 922-4000

CONTACT: LIZ BREIER
PHONE: (305) 372-1350
FAX: (305) 372-1352

((H96000001219))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: TOWER TEXTILE, INC.

FAX AUDIT NUMBER: H96000001219

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/25/1996

TIME REQUESTED: 10:52:27

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

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ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER:

074677001117

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TALLAHASSEE, FLORIDA

95 JAN 26 PM 3:53

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JAN 25 PM 1:14
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FA#:H96000001219

**ARTICLES OF INCORPORATION OF
TOWER TEXTILE, INC.**

**ARTICLE I
NAME**

The name of the Corporation is TOWER TEXTILE, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 120 N.W. 25th Street, Miami, FL 33127.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: Post Office Box 371190, Miami, FL 33137.

Prepared By:
Robert J. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 320048

FA#: H96000001219

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JAN 25 PM 3:53
CLERK OF THE
COURT
JULIA A. HARRIS

FA#: H96000001219

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 1996.



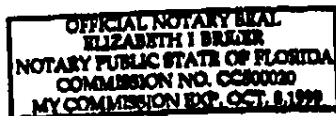
ROBERT J. LEVINE

STATE OF FLORIDA :
: SS:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT J. LEVINE, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 25th day of January, 1996.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE


FA#: H96000001219

FA#: H96000001219

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT TOWER TEXTILE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT J.
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI,
FLORIDA 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.



ROBERT J. LEVINE, INCORPORATOR
JANUARY 25, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ROBERT J. LEVINE, ESQ.

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95 JAN 26 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 1996

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STATE OF FLORIDA 7TH FLOOR
409 EAST GAINES STREET MIAMI FL 33131-0000311-
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: LIZ BREIER
PHONE: (305) 372-1350
FAX: (305) 372-1352

(((H96000006857))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: TOWER TEXTILE, INC.
FAX AUDIT NUMBER: H96000006857 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/15/1996 TIME REQUESTED: 11:39:42
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
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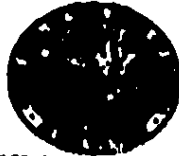
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TALLAHASSEE, FLORIDA

MAY 20 '96 (MON) 16:46

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PAGE 2/3

05/16/96 13:16 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 15, 1996

TOWER TEXTILE, INC.
P.O. BOX 371190
MIAMI, FL 33137

SUBJECT: TOWER TEXTILE, INC.
REF: F96000007897

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000006857
Letter Number: 196A00024119

MAY 20 '96 (MON) 16 46
APR 24 '96 (WED) 17 54

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PAGE 2/2

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ARTICLES OF AMENDMENT
OF
TOWER TEXTILE, INC.

The following amendment to the Articles of Incorporation of TOWER TEXTILE, INC. was adopted by the Board of Directors of this corporation on February 19, 1996. The Shareholders unanimously approved this amendment on February 19, 1996.

1. Article IX of the Articles of Incorporation of this corporation entitled "Officers" is hereby deleted in its entirety and replaced by the following:

ARTICLE IX
OFFICERS AND DIRECTORS

The ~~officers~~ officers of the corporation are:

President:	Max P. Saewitz
Vice-President:	Jeffrey A. Nevitt
Treasurer:	Patricia Nemes
Secretary:	Patricia Nemes
Director:	Max P. Saewitz
Director:	Patricia Nemes

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment as of the 19th day of February, 1996.


MICKEY SAEWITZ, Director


JEFFREY NEVITT, Director


PATRICIA BARTLETT, Director

PREPARED BY:
ALLAN W. LEVINE, ESQ.
LEVINE & PARTNERS, P.A.
1110 BRICKELL AVENUE
MIAMI, FL 33131
FEN 866822

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