

3/06/90

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:45 PM

((H000000321))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 BANK BUILDING STREET
TALLAHASSEE, FL 32399
FAX: (904) 399-4000

FROM: EMPIRE CORPORATE NET COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI, FL 33135
CONTACT: RAY STONEMANT
PHONE: (305) 541-3094
FAX: (305) 541-3770

((H06000003121))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: REVIEW TEXTILES, INC.

FAX AUDIT NUMBER: H06000003121

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1990

TIME REQUESTED: 14:42:44

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H06000003121))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

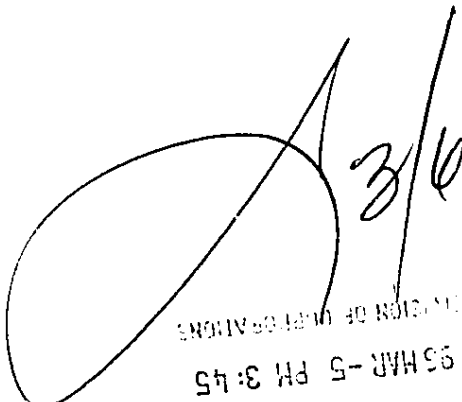
NUM

Connect: 00:12:0

FILED

96 MAR -5 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


3/6

DIVISION OF CORPORATIONS

96 MAR -5 PM 3:45

RECEIVED

H 96000003121

H 96000003121

ARTICLES OF INCORPORATION
OF
REVIEW TEXTILES, INC.

ARTICLE I
NAME

The name of the Corporation formed hereunder will be REVIEW TEXTILES, INC. The principal place of business/address is c/o 16105 N.E. 18th Avenue, North Miami Beach, Florida 33162.

ARTICLE II
PURPOSE

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United State of America and the State of Florida.

ARTICLE III
DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV
CAPITAL STOCK

The total number of shares stock which the corporation hereunder shall be authorized to issue shall be 500 shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have one director (s), initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. Directors will be elected or appointed in the manner set forth in the bylaws of the corporation. The name (s) and address (es) of the initial director(s) of this corporation is (are):

SERGE KAY
16105 N.E. 18th Avenue
No. Miami Beach, FL 33162

Victor Rones, Esq.
16105 N.E. 18th Avenue
N. Miami Bch., FL 33162
(305) 948-6522
FAX. 245178

FILED
MAR 2-5 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 960000 03121

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator signed these Articles of Incorporation is: VICTOR K. RONES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

**ARTICLE VII
BY-LAWS**

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by Shareholder, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to reservation.

**ARTICLE IX
ASSETS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior shareholders' approval.

**ARTICLE X
REGISTERED AGENT**

The Registered Agent of this corporation shall be VICTOR K. RONES, 16105 N.E. 18th Avenue, No. Miami Beach, Florida 33162.

**ARTICLE XI
ADDITIONAL CORPORATE POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all the following powers:

H 960000 03121

H 960000 03121

(a) To enter into, or become a partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm or corporation.

(b) At its option, to purchase and acquire any or all of its stock owned and held by any net shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired.

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A Pension Plan;
- (ii) A profit-sharing plan;
- (iii) A restricted stock option plan;
- (iv) A medical reimbursement plan;
- (v) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set (his) hand and seal this 17th day of March, 1996 the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, hereby certifying that the facts herein stated are true and accurate to the best of (his) knowledge, information and belief.


VICTOR K. RONES, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared VICTOR K. RONES, that after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that (he) execute same freely and voluntarily for the purpose therein expressed.

H 960000 03121

H 960000 03121

WITNESS my hand and official seal at Miami, Dade
County, Florida, this 4th day of March, 1996.

Hilda Garza
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of REVIEW TEXTILES, INC., accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

Dated at Miami, Dade County, Florida this 4th day of Mar, 1996.

VICTOR J. RONES,
Registered Agent

FILED
96 MAR -5 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 960000 03121

JAN 1 1994 1:32 PM
1/02/94
P.02/04
1:32 PM
P96000020375
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000000064 0))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: REVIEW TEXTILES, INC.
AUDIT NUMBER.....H97000000064
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:07:35

*Congress
Florida*

FILED
97 JAN -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

REVIEW TEXTILES, INC.
16105 N.E. 18TH AVENUE
N MIAMI BEACH, FL 33162

SUBJECT: REVIEW TEXTILES, INC.
REF: P96000020375

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

The document is illegible and not acceptable for microfilming.

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. #: H97000000064
Letter Number: 597A00000154

97 JAN -6 AM 7:52
RECEIVED

H97000000064

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
REVIEW TEXTILES, INC.

The following Articles of Amendment to the Articles of Incorporation of REVIEW TEXTILES, INC. were duly adopted in accordance with Florida Law. It is hereby provided that said amendment shall be deemed and construed to modify solely the provisions of the Articles of Incorporation to which the within Articles of Amendment apply. To the extent of any conflict between the terms and provisions of this Amendment to the Articles of Incorporation of REVIEW TEXTILES, INC. and the Articles of Incorporation of REVIEW TEXTILES, INC., it is hereby provided that the terms and provisions of this Amendment to the Articles of Incorporation of REVIEW TEXTILES, INC.. shall prevail.

The Articles of Incorporation of REVIEW TEXTILES, INC. are amended to read as follows:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation formed by these Articles of Incorporation will be KAY GROUP U.S.A. INC.

EFFECTIVE DATE

The effective date of the amendments set forth herein shall be
JANUARY 2⁷
~~December 4~~, 1996.

Prepared by: Victor K. Rones, Esq. 3
16105 N.E. 16 Avenue
N. Miami Bch., FL 33162
(305) 945-6522 / FBN. 245178

H97000000064

FILED
JAN - 6 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000000064

The foregoing amendment was adopted by the shareholders of
this corporation on ^{JANUARY 2} ~~December 4~~, 1996. *[Signature]*

In witness whereof, the undersigned president and secretary of
this corporation have executed these Articles of Amendment to the
Articles of Incorporation.

[Signature]
Serge Kay, President

[Signature]
Serge Kay, Secretary

Corporate Seal

STATE OF FLORIDA } SS.:
COUNTY OF Dade }

BEFORE ME, the undersigned authority, this day personally
appeared, Serge Kay, the president and secretary respectively of
REVIEW TEXTILES, INC., who after being by me duly sworn, depose and
say that they are the persons described in and who executed the
foregoing Articles of Amendment, and duly acknowledged to me that
they were authorized and empowered to execute said document and in
fact did execute same freely and voluntarily for the purpose
therein expressed. As identification, said persons showed unto me
the following

Serge Kay showed ^{Fu} ^{Pa License} K 000 983 - 45-031-0 as identification

WITNESS my hand and official seal at MIAMI,
FL. on ~~December 4, 1996.~~
JANUARY 2, 1997

[Signature]
Notary Public, State of FLORIDA

My Commission Expires:

Printed Name of Notary: VICTOR RONES

OFFICIAL NOTARY SEAL
VICTOR K RONES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC575184
MY COMMISSION EXP. AUG. 27, 2000

H97000000064