

TRANSMITTAL LETTER

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DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
NATIONAL DIVERSIFIED FABRIC & SUPPLY, INC.**

FILED  
99 MAR 20 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of the Corporation is **NATIONAL DIVERSIFIED FABRIC & SUPPLY, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1747 Capital Circle North East  
Suite 1205  
Tallahassee, Florida 32308

**ARTICLE III - COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

#### **ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE V - STATED CAPITAL**

The corporation is authorized to issue One Thousand (1000) shares of Ten Cent (\$.10) par value common stock. Each outstanding share, regardless of class shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of either corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 863 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is **MATTHEW K. FOSTER**.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased from time to time in accordance with the bylaws of the corporation but shall never be less than one. The name and address of the initial director of the corporation is as follows:

**Renee Orr**

1300 Executive Center Drive  
Suite 431  
Tallahassee, FL 32301

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless any present or former officer or director, or person exercising the duties of an officer or director at the request of the corporation, to the full extent now or hereafter permitted by law.

#### **ARTICLE X - INCORPORATORS**

The name and address of the Incorporator to these articles of incorporation is:

RENEE ORR  
1300 Executive Center Drive  
Suite 431  
Tallahassee, Florida 32301

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

#### **ARTICLE XII - AMENDMENT**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the

stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 20<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Renee Orr

**ACCEPTANCE BY REGISTERED AGENT**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

DATED this 20<sup>th</sup> day of March, 1996.



**MATTHEW K. FOSTER**  
Registered Agent

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