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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 981317 4332405

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : June 10, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 981317

CUSTOMER NO: 4332405

400001856664

CUSTOMER: James B. Putney, Esq
HARNETT LESNICK RIPP AND KAHN,
P.A.
Suite 201
7251 West Palmetto Park Road
Boca Raton, FL 33433

DOMESTIC FILING

NAME: NEEDLEPOINT ESSENTIALS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 JUN 10 PM 12:57

RECEIVED
26 JUN 10 AM 11:16
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

NEEDLEPOINT ESSENTIALS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 PM 12:57

ARTICLE I -- NAME

The name of this corporation is NEEDLEPOINT ESSENTIALS, INC.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V -- INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is Suite 201, 7251 West Palmetto Park Road, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is Bertram Harnett, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the member of the initial Board of Directors of the corporation is:

- (1) Helene Crohn
Suite 201
7251 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE VII -- INCORPORATORS

The name and address of the Incorporator signing these articles is: Bertram Harnett, Esq., Suite 201, 7251 West Palmetto Park Road, Boca Raton, Florida 33433.

ARTICLE VIII -- INDEMNIFICATION

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

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 7 day of June, 1996.



Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

ss.

FILED
STATE DEPT. OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 11:12:57

I HEREBY CERTIFY that on the 7th day of June, 1996, before me, an officer duly authorized to take acknowledgments, personally appeared Bertram Harnett, Esq., to me known to be the person described in and who executed the foregoing instrument, and that he/she acknowledged before me that he/she executed the same. I relied upon the following form of identification of the above-named person:

Is personally known to me. ✓

Produced the following form of identification:

and that an oath (was) (~~was not~~) taken.

WITNESS my hand and official seal in the County and State last aforesaid.



Ellen Schultz
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

Having been named to accept service of process for the above-named corporation, at the place designated in 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 performance of my duties.

Bertram Harnett
Bertram Harnett, Esq.,
Registered Agent