

1201 HAYS STREET  
FALL HAVEN, N.C. 27737  
222  
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P96000052707



PREMIER MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 994429 4303929

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 131.25

ORDER DATE : June 20, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 994429

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

8000001889678

DOMESTIC FILING

NAME: EWE WAREHOUSE INVESTMENTS II,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

CP  
6/20/96

RECEIVED  
25 JUN 20 AM 11:15  
FEDERAL BUREAU OF CORPORATION

JUL 15 1973  
SOUTH FLORIDA

**ARTICLES OF INCORPORATION  
OF  
EWE WAREHOUSE INVESTMENTS II, INC.**

**ARTICLE I**

The name of the corporation is EWE WAREHOUSE INVESTMENTS II, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 300 Greco Avenue, Coral Gables, Florida 33146.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the

Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is three, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Edward D. Easton  
300 Greco Avenue  
Coral Gables, Florida 33146

Edward J. Easton  
300 Greco Avenue  
Coral Gables, Florida 33146

#### **ARTICLE VII**

The name of the Incorporator is Richard J. Giusto and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18 day of June, 1996.



Richard J. Giusto, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of EWE WAREHOUSE INVESTMENTS II, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY,**  
Registered Agent

BY:

  
Agent for the Registered Agent  
Gail Shelby, Its Agent

Dated: June 20, 1996.