

1201 HAYS STREET  
TALLAHASSEE, FL 32310-0007  
800-345-1086  
P96000063547



PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 033222 4321942

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 26, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 033222

CUSTOMER NO: 4321942

CUSTOMER: Peggy Marinelli, Legal Asst  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

7000001505407  
-0726796--01043--003  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: JOANN PISON DESIGNERS, INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

2284-672  
W96-15706

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 26 PM 1:30

95 JUL 26 PM 1:30  
JUL 30 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 26, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: JOANN PISON DESIGNERS, INC.  
Ref. Number: W96000015706

**RESUBMIT**

Please give original  
submission date as file date.

FILED  
SECRETARY OF STATE  
96 JUL 26 PM 1:30

We have received your document for JOANN PISON DESIGNERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) JOANN PISON'S DESIGNERS INCORPORATED, Document number V44356, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1994 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$652.50 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 696A00036090

EFFECTIVE DATE

7/24/96

**ARTICLES OF INCORPORATION  
OF**

**PISON AND ASSOCIATES DESIGNERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 26 PM 1:30

The undersigned, acting as incorporator of **JOANN PISON DESIGNERS, INC.** (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation is: **PISON AND ASSOCIATES DESIGNERS, INC.**

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on July 24, 1996.

**ARTICLE III**

**DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV**

**PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be:

3300 Rice Street, Suite #12  
Coconut Grove, FL. 33133

## **ARTICLE VI**

### **AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

## **ARTICLE VII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

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

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

**Name**

**Address**

JOANN PISON

3300 Rice Street, Suite #12  
Coconut Grove, Fl. 33133

## **ARTICLE IX**

### **INCORPORATOR**

The name and street address of the incorporator is:

**Name**

**Address**

MICHAEL A. BERKE

c/o Cohen, Berke, Bernstein,  
Brodie, Kondell & Laszlo, P.A.  
2601 So. Bayshore Drive  
19th Floor  
Miami, Florida 33133

## **ARTICLE X**

### **INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 24th day of July, 1996.



MICHAEL A. BERKE, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for PIRON AND ASSOCIATES DESIGNERS, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**COBER CORPORATE AGENTS, INC.**

By:   
**KAREN P. KONDELL, TREASURER**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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