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LAW OFFICES OF  
**PETER R. MAYER**  
A PROFESSIONAL ASSOCIATION

SOUTHFLORIDA PROFESSIONAL CENTRE  
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LAKELAND, FLORIDA 33813

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August 9, 1996

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\*\*\*122.50 \*\*\*122.50

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32304

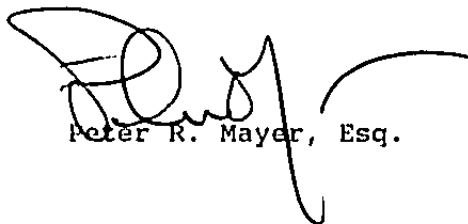
Re: Kool Rag, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Kool Rag, Inc. as well as a check in the amount of \$122.50 which represents your total fee. Please file the Articles at your very first convenience.

Your cooperation and assistance is appreciated.

Very truly yours,



Peter R. Mayer, Esq.

PRM/mjb  
Enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-15-96  
KE

ARTICLES OF INCORPORATION

OF

KOOL RAG, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons, competent to contract, desiring to form a Corporation under the laws of the State of Florida, hereby execute these Articles to form a corporation under the laws of the State of Florida and accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the charter of the corporation hereby organized.

ARTICLE I - NAME

The name of this corporation is:

KOOL RAG, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida Business Corporation Act (Chapter 607), as in effect from time to time.

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

The general nature of the business to be transacted is to do and perform all the acts and things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) To engage in and to own, operate, run, conduct and manage a business general engaged in the development, manufacture, assembly, marketing and selling of novelty products, equipment, parts, devises, instruments, specialty products, including research, development, design and maintenance, and repair; to purchase, lease or otherwise acquire such grounds or buildings as the corporation may need for storage, warehousing, office, factory space or for any other purposes to carry on in this business.

(b) To conduct said business pursuant to and in compliance with such Municipal, County, State and Federal Statutes, Regulations and Licensure requirements as may from time to time apply.

(c) To take, acquire, buy, hold, own, maintain, work, develop, grant easements, dedicate to public use, sell, convey by warranty deed or fee simple deed or by contract for deed, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, including apartment houses and the operation thereof, and the leasing of apartments therein, both furnished and unfurnished, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any rights or interest therein without limits as to amounts; to buy, sell,

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever.

(d) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of a corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof of foreign governments so far as or to the extent that the same be done or performed pursuant to law.

(e) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to the amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payments thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(h) To purchase, lease or otherwise acquire real estate and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest therein.

(i) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

direct or incidental authority to pursue.

(j) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(k) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers or rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(l) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV - CAPITAL STOCK

The capital stock of the corporation shall not exceed one hundred (100) shares of no-par value common stock.

The holder of the stock in this Corporation shall be entitled to one vote for each share of stock in any meeting of the stockholders of this Corporation, except that no holder, under the contract of subscription, shall be entitled to vote while in default of subscription agreement of obligation.

The transfer of shares of stock shall be restricted in accordance with provisions set out in the Bylaws of this Corporation.

ARTICLE V - INITIAL CAPITAL

The initial capital with which the corporation will begin business shall not be less than Five Hundred and No/100ths (\$500.00) dollars.

ARTICLE VI - ADDRESS

The principal and initial office of the corporation shall be located at:

4921 Southfork Drive  
Lakeland, Florida 33813

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

ARTICLE VII - DIRECTORS

The number of directors of this corporation shall not be less than one (1) and not more than seven (7).

ARTICLE VIII- INITIAL DIRECTORS AND OFFICERS

The name and post office address of the first president, first treasurer and first secretary, and the Board of Directors, who shall all hold office for the first year of the corporation's existence or until their successor shall have been elected and qualified pursuant to Bylaws, are:

| <u>NAME</u>    | <u>OFFICE</u>                    | <u>ADDRESS</u>                             |
|----------------|----------------------------------|--|
| PETER R. MAYER | PRESIDENT/SECRETARY/<br>DIRECTOR | 4921 Southfork Drive<br>Lakeland, FL 33813 |

ARTICLE IX - INCORPORATORS

The name and address of the incorporators of this corporation are:

| <u>NAME:</u>   | <u>ADDRESS:</u>                            |
|----------------|--|
| PETER R. MAYER | 4921 Southfork Drive<br>Lakeland, FL 33813 |

ARTICLE X - VALUE OF SHARES

The Board of Directors shall have the authority to adopt a written plan whereby such common stock as is authorized hereunder shall be issued during a period specified in the plan, ending not later than two (2) years after the plan is adopted whereby the maximum amount in terms of dollars which is to be received by the corporation in consideration for stock issued pursuant to said plan



ARTICLES OF INCORPORATION  
KOOL RAG, INC.

is specifically stated and set forth, and further requiring that such stock must be issued only for money or property (other than stock or securities), and in this connection, the Board of Directors are and shall be authorized to determine how many shares shall be issued for and in exchange for property (other than money, stock or securities) and also the Board of Directors are and shall be authorized to estimate and determine the reasonable value of such property transferred to the corporation. The Board of Directors shall also have the authority to issue unclaimed or unsubscribed shares after incorporation for such consideration as they deem expedient or appropriate, but in no case for less than \$10.00 in cash or in property (other than stock and securities) per share.

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE XII - AMENDMENT**

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

ARTICLE XIII  
PROVISIONS FOR REGULATION OF THE INTERNAL  
AFFAIRS OF THE CORPORATION AND DIRECTORS' POWERS

For the regulation of the business and for the conduct of the affairs of the corporation, to create, divide, limit and regulate the powers of the corporation, the directors and the shareholders, provisions are made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the incorporators, of the shareholders and of the directors of the corporation, for all purposes, may be held at any place, either inside or outside the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote for the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from and disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he maybe in anywise interested.

(j) Subject always to Bylaws made by the Shareholders, the Board of Directors may make Bylaws and from time to time alter,

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

amend or repeal any Bylaws, but any Bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

**ARTICLE XIV - ACTION OF STOCKHOLDERS WITHOUT MEETING**

Any action of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the stockholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all stockholders sign the same document.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 9<sup>th</sup> day of August, 1996.

  
PETER R. MAYER

STATE OF FLORIDA    }  
COUNTY OF POLK     }

BEFORE ME, the undersigned officer, this day personally appeared PETER R. MAYER, who is personally known to me and who is known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal of office at Lakeland, in said County and State, this 9<sup>th</sup> day of August, 1996.

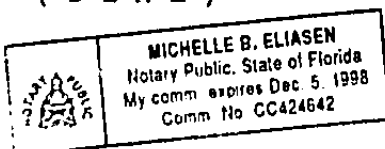
  
Name: Michelle B. Eliason

(Type or Print)

Notary Public - State of Florida

My commission expires:

( S E A L )



ARTICLES OF INCORPORATION  
KOOL RAG, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

PETER R. MAYER, DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH HIS PRINCIPAL PLACE OF BUSINESS  
AT THE CITY OF LAKE LAND, STATE OF FLORIDA, HAS NAMED PETER R. MAYER  
LOCATED AT 4921 SOUTHFORK DRIVE, SUITE 2, CITY OF LAKE LAND, STATE  
OF FLORIDA, 33813, AS HIS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
PETER R. MAYER  
PRESIDENT/SECRETARY/DIRECTOR

Date: 8/9/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

  
PETER R. MAYER, ESQUIRE

Date: 8/9/96

ARTICLES OF INCORPORATION  
KOOL RAG, INC.

STATE OF FLORIDA     ]  
COUNTY OF POLK     ]

BEFORE ME, the undersigned officer, this day personally appeared PETER R. MAYER, ESQUIRE, to me well known or who has produced \_\_\_\_\_ (type of identification) as identification, who is known to me to be the person described in and who subscribed his name to the foregoing Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served for the foregoing Article of Incorporation of KOOL RAG, INC., for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 9<sup>th</sup> day of August, 1996.

Michelle B. Eliason  
Name: Michelle B. Eliason  
(Type or Print)  
Notary Public - State of Florida  
My commission expires:

( S E A L )



FILED  
96 AUG 12 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA