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1201 HAYS STREET
TALLAHASSEE, FL 32302-1607
901 2 907
901 50191

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FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 082653 81243A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

FILED
RECEIVED
SEP 12 1996
DIVISION OF CORPORATIONS

ORDER DATE : September 11, 1996

ORDER TIME : 8:28 AM

ORDER NO. : 082653

500001845845

CUSTOMER NO: 81243A

CUSTOMER: Dennis A. Ross, Esq
DENNIS A. ROSS, ESQ

Suite 501
230 South Florida Avenue
Lakeland, FL 33801

DOMESTIC FILING

NAME: DECORATIVE FABRIC OUTLET,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
SEP 12 AM 9:31
DIVISION OF CORPORATIONS

cg
9/12/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 AM 10:50

ARTICLES OF INCORPORATION
OF
DECORATIVE FABRIC OUTLET, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DECORATIVE FABRIC OUTLET, INC.

The address of the principal office of this corporation shall be 767 Cypress Gardens Boulevard, Winter Haven, Florida 33880, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Estelle Adams Dir.	767 Cypress Gardens Boulevard Winter Haven, Florida 33880
Colleen Murphy Dir.	Same
Michelle Murphy Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Estelle Adams Pres.	767 Cypress Gardens Boulevard Winter Haven, Florida 33880
Colleen Murphy V. Pres.	Same
Michelle Murphy Sec./Treas.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 12, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 AM 10:50

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACG/kbr