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AME: AIKMAN ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

EMPIRE

SUBJECT: AIKMAN ENTERPRISES, INC.
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Dana Calloway
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FAX Aud. #: W96000015813
Letter Number: 096A00051329

ARTICLES OF INCORPORATION

OF

AIKMAN ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of this corporation shall be:

AIKMAN ENTERPRISES, INC.

ARTICLE II.

The corporation shall have perpetual existence and the corporation's sole business is the operation of an Amway distributorship.

ARTICLE III.

The capital stock of this Corporation shall consist of 7500 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

ARTICLE IV.

This Corporation is to have perpetual existence.

ARTICLE V.

The name and address of the initial registered agent and principle office of this corporation is as follows:

David M. Scheinman
10691 North Kendall Drive, Suite 210
Miami, Florida 33176

prepared by:
Robert A. Trilling, Esquire
11098 Biscayne Blvd., Suite 207
Miami, Florida 33161
(305) 891-2722

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ARTICLE VI.

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VII.

The name and address of the initial director of this corporation is:

David M. Scheinman
10691 North Kendall Drive, Suite 210
Miami, Florida 33176

ARTICLE VIII.

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether out of unissued shares authorized by the Corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the Corporation of any class or classes, or to which shall be attached or appurtenant to any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any share of its capital stock of any class or classes.

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(d) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any firms or person or persons, firm or corporation and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Corporation.

ARTICLE IX.

The name and address of the incorporator of this Corporation is as follows:

Robert A. Trilling, Esquire
11098 Biscayne Blvd., Suite 207
Miami, Florida 33161

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

This Corporation shall begin existence as of the date of the execution of these Articles.

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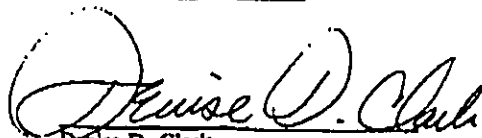
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 7th day of November, 1996.


Robert A. Trilling, Esquire

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Robert A. Trilling, Esquire, and to me known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument this 7th day of November, 1996.

DENISE D. CLARK
Notary Public, State of Florida
My Comm. Expires June 22, 1998
No. CC 388322
Bonded Thru Official Notary Service

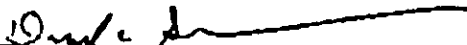

Denise D. Clark
Notary Public

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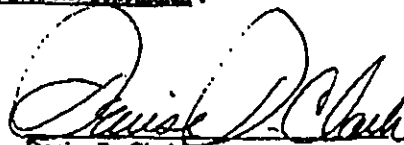
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named Corporation, hereby consents to said appointment and agrees to serve as same for said Corporation.


David M. Schelman
Resident Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING Acceptance of Designation as Registered Agent was acknowledged before me this 7th day of November, 1996, by David M. Schelman.


Denise D. Clark
Notary Public

DENISE D. CLARK
Notary Public, State of Florida
My Comm. Expires June 22, 1998
No. CC 386322
Bonded thru Official Notary Service

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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