

997000007272

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: Classic Cottons, Inc

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit	588802068835 6	
<input type="checkbox"/> Vehicle Search	-01/24/97 01981-027	
<input type="checkbox"/> Driving Record	***122.50 ***122.50	
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

FILED  
 97 JAN 24 PM 3:30  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**SUBTOTALS**

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED  
 96 JAN 24 AM 11:48  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

TX!

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ BY \_\_\_\_\_ CK No. \_\_\_\_\_

WALK-IN Will Pick Up 1/24 1:30

*[Handwritten signatures]*

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**CLASSIC COTTONS, INC.**

**FILED**  
**97 JAN 24 PM 3:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

**CLASSIC COTTONS , INC.**

Its principal place of business and/or mailing address shall be:

**CLASSIC COTTONS, INC.**  
**c/o Aran Correa & Guarch, P.A.**  
**710 S. Dixie Highway**  
**Coral Gables, Florida 33146**

**ARTICLE II**  
**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**  
**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.  
710 South Dixie Highway  
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

J.M. Guarch, Jr., Esquire

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Pierre Nafilyan  
710 S. Dixie Highway  
Coral Gables, Florida 33146

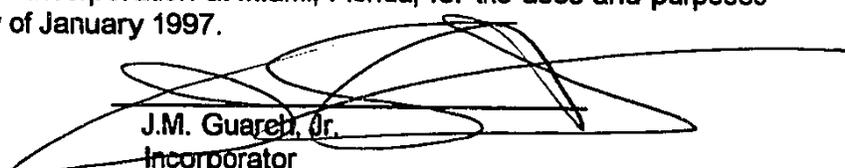
J.M. Guarch, Jr.  
710 S. Dixie Highway  
Coral Gables, Florida 33146

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

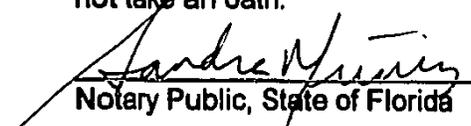
J.M. Guarch, Jr.  
710 S. Dixie Highway  
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 22 day of January 1997.

  
J.M. Guarch, Jr.  
Incorporator

STATE OF FLORIDA    )  
                                  ) SS.  
COUNTY OF DADE    )

THE FOREGOING instrument was acknowledged before me this 22nd day of January, 1997, by J.M. Guarch, Jr., who is personally known to me or who has produced the following as identification: \_\_\_\_\_ and who did/did not take an oath.

  
Notary Public, State of Florida

SANDRA MUNIZ  
Name of Notary, Typed/Printed  
SANDRA MUNIZ  
My Commission 00630320  
Commission Expires Feb. 08, 2000  
My Commission Expires:

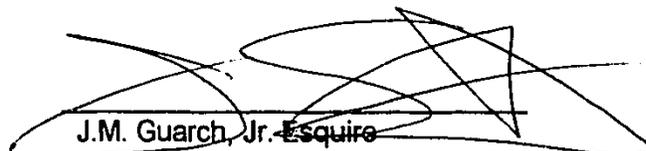
**DESIGNATION AND ACCEPTANCE**  
**OF**  
**REGISTERED AGENT**

FILED  
97 JAN 24 PM 3: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Classic Cottons, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named J.M. Guarch, Jr., Esquire, located thereat as its registered agent to accept service of process within this state.

  
J.M. Guarch, Jr.  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
J.M. Guarch, Jr. Esquire  
Registered Agent