

P97000008699

KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500
RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

January 20, 1997

Corporate Records Bureau
Corporations Division
Department of State
P.O. Box 6327
Tallahassee, FL 32301

200002066452--8
-01/23/97--01082--005
****122.50 ****122.50

Re: Quilters Corner, Inc.

In regard to the above-referenced corporation, you will please find enclosed the following:

1. original and one copy of Articles of Incorporation,
2. my check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>

TOTAL AMOUNT: \$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,


Thomas F. Kiesel

TFK/la

Enclosures: as stated

cc: Patricia Maloy

C:\WP50\CORPORAT\SECRETATE

FILED
97 JAN 23 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/29/97
17

ARTICLES OF INCORPORATION
OF
QUILTERS CORNER, INC.

ARTICLE I

Name

The name of this corporation is QUILTERS CORNER, INC., and its address is 12715-5 McGregor Boulevard, Fort Myers, Florida 33919.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 500 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is KELLY E. JELENIEWSKI, and the name of the initial registered agent of this corporation at that address is 12715-5

FILED
97 JAN 23 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McGregor Boulevard, Fort Myers, Florida 33919.

ARTICLE VI

Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Kelly E. Jeleniewski	17192 Capri Drive Fort Myers, FL 33912
Patricia Maloy	6566 Kestrel Drive Fort Myers, FL 33912
Kathleen S. Dollar	1317 Caloosa Vista Fort Myers, FL 33901

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Kelly E. Jeleniewski	17192 Capri Drive Fort Myers, FL 33912	President
Kathleen S. Dollar	1317 Caloosa Vista Fort Myers, FL 33901	Vice-President
Patricia Maloy	6566 Kestrel Circle Fort Myers, FL 33912	Secretary/ Treasurer

ARTICLE VIII

Incorporators

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Patricia Maloy	6566 Kestrel Circle Fort Myers, FL 33912	30
Kathleen S. Dollar	1317 Caloosa Vista Fort Myers, FL 33901	40
Kelly E. Jeleniewski	17192 Capri Drive Fort Myers, FL 33912	30

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation


The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 16th day of January, 1997.


PATRICIA MALOY, Subscriber

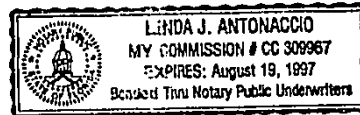

KATHLEEN S. DOLLAR, Subscriber


KELLY E. JELENIEWSKI, Subscriber

STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 16th day of January, 1997, by PATRICIA MALOY, KELLY E. JELENIEWSKI and KATHLEEN S. DOLLAR, who are (XX) personally known to me or who have () produced _____ as identification.

Signature of Notary Public *Linda J. Antonaccio*
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date August 19, 1997



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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 agree to comply with the provisions of said act relative to keeping open said office.

Kelly E. Jeleniewski
KELLY E. JELENIEWSKI, Registered Agent

C:\WP50\CORPORAT\ARTINC.MAL

FILED
97 JAN 23 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA