

*Law Offices*  
*Lamont & Neiman, P.A.*

P 970000 15691

ROBERT S. LAMONT  
JAN S. NEIMAN  
CARRIE MEYERS GARAZI  
A. STEPHEN KOTLER  
ELLEN BETH BELLET

MIAMI OFFICE  
ONE BISCAYNE TOWER, SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

BOCA RATON OFFICE  
4800 NORTH FEDERAL HIGHWAY  
SUITE 307-B  
BOCA RATON, FLORIDA 33431  
(407) 391-1266  
MIAMI LINE/FAX (305) 358-5710

Reply To: Miami Office

February 10, 1997

Secretary of State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32314

700002088437--8  
-02/14/97--01107--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
United Mills, Incorporated

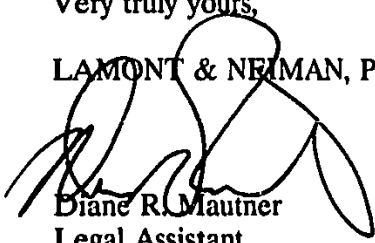
Dear Madam:

Enclosed for filing, please find Articles of Incorporation for United Mills, Incorporated.  
Also enclosed is our cost check of \$122.50.

Please forward the certified copy of the Articles to the undersigned. A pre-addressed  
stamped envelope is enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Mautner  
Legal Assistant  
enc.

FILED  
97 FEB 14 11:33  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
UNITED MILLS, INCORPORATED  
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**UNITED MILLS, INCORPORATED**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V  
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

FILED  
97 FEB 14 AM 11:33  
TALLAHASSEE, FLORIDA

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Lamont & Neiman, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower, #3550  
Two South Biscayne Boulevard  
Miami, Florida 33131

### **ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

#### **REGISTERED AGENT**

LAMONT & NEIMAN, P.A.

By: \_\_\_\_\_

Jan S. Neiman, Secretary

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors is:

Richard Bloom  
20781 Salida Terrace  
Boca Raton, Florida 33433

**ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of the corporation is:

20781 Salida Terrace  
Boca Raton, Florida 33433

**ARTICLE XI  
MAILING ADDRESS**

The mailing address of the corporation is:

20781 Salida Terrace  
Boca Raton, Florida 33433

**ARTICLES XII  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII  
INCORPORATOR**


The name and address of the Incorporator executing these Articles of Incorporation is:

Richard Bloom  
20781 Salida Terrace  
Boca Raton, Florida 33433

**ARTICLE XIV  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions 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, I, the Incorporator, have executed these Articles of Incorporation this 10 day of FEBRUARY, 1997.

  
Richard Bloom  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

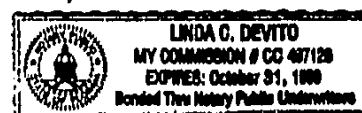
The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 1997, by RICHARD BLOOM, the Incorporator described in and who executed the foregoing Articles of Incorporation, who is personally known to me, and who did not take an oath. Type of Identification: New York Driver's License

Witness my hand and official seal in the county and state last aforesaid, this 10<sup>th</sup> day of February, 1997.

  
Notary Public, State of Florida at large

my commission expires:

Linda C. DeVito  
(Notary - print name)



FILED  
97 FEB 14 AM 11:33  
TALLAHASSEE, FLORIDA