



THE UNITED STATES  
CORPORATION  
COMPANY

P97000069147

ACCOUNT NO. : 072100000032

REFERENCE : 489609 81246A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 7, 1997

ORDER TIME : 1:37 PM

ORDER NO. : 489609-005

CUSTOMER NO: 81246A

CUSTOMER: Elaine M. Gatsos, Esq  
ELAINE M. GATSOS, ESQ

Suite 210  
1499 W. Palmetto Park Road  
Boca Raton, FL 33486

800002261118--2  
-08/08/97--01001--008  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: UPHOLSTERY BY ELLMAN

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
97 AUG - 7 AM 9:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 AUG - 7 PM 3:30  
DIVISION OF CORPORATION

SN AUG - 8 1997

W97-18318

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 8, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: UPHOLSTERY BY ELLMAN  
Ref. Number: W97000018318

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for UPHOLSTERY BY ELLMAN and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 797A00040335

RECEIVED  
97 AUG 11 AM 8:49  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

UPHOLSTERY BY ELLMAN, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

UPHOLSTERY BY ELLMAN, INC.

and its initial post office address and its principal office for the conduct of business is:

10894 Granite Street  
Boca Raton, Florida 33428

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make, manufacture, repair, sell and install furniture upholstery and accessories and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it

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TALLAHASSEE, FLORIDA

#### ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than two. The name(s) and address(es) of the initial director(s) of this corporation is:

Joseph Ellman  
10894 Granite Street  
Boca Raton, Florida 33428

#### ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested. Any director of this 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.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is 10894 Granite Street, Boca Raton, Florida 33428 and the name of the initial registered agent of this corporation is:

Joseph Ellman

is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

### ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 per value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

### ARTICLE IV

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 pro rata 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

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

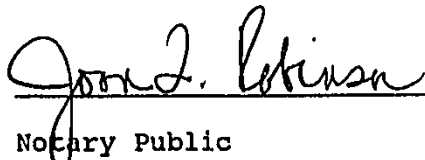
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1<sup>st</sup> day of August, 1997.

  
JOSEPH ELLMAN

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PALM BEACH )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, JOSEPH ELLMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1<sup>st</sup> day of August, 1997.

  
Notary Public

My Commission No.:

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.

  
\_\_\_\_\_  
JOSEPH ELLMAN  
Registered Agent

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97 AUG - 7 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA