

P97000096538

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: INDUSTRIAL TEXTILES INTERNATIONAL *INC.*

Gentlemen:

700002331817--6
-10/28/97--01077--017
****122.50 ****122.50

Enclosed please find the original and one copy of Articles of Incorporations together with my check for the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for the Registered Agent Designation for the above named corporation.

Very Truly Yours,

Tania Lago
Tania Lago

Industrial Textiles International
7648 Rockport Circle
Lake Worth, FL 33467
(561) 793-0431

FILED
97 NOV 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~11/17 24488~~

QN 11-12-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

TANIA LAGO
7648 ROCKPORT CIRCLE
LAKE WORTH, FL 33467

SUBJECT: INDUSTRIAL TEXTILES INTERNATIONAL
Ref. Number: W97000024608

We have received your document for INDUSTRIAL TEXTILES INTERNATIONAL and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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.

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 597A00052514

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97 NOV 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
INDUSTRIAL TEXTILES INTERNATIONAL INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is INDUSTRIAL TEXTILES INTERNATIONAL INC.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is: *& PRINCIPAL OFFICE ADDRESS*

TERESITA L. IZQUIERDO
1790 Barnstable road
Palm Beach County
Wellington, FL 33414

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

MARK A. SHYMANSKY
7648 Rockport Cr.
Lake Worth, FL 33467

TANIA LAGO
2099 Amesbury Cr
Wellington, FL 33414

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that the director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

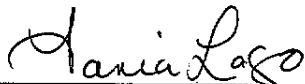
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge



TANIA LAGO, Incorporator
2099 Amesbury Cr
Wellington, FL 33414
(561) 793 0431

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Industrial Textiles International Inc.
(Name of Corporation)

FILED
97 NOV 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1790 Barnstable Road

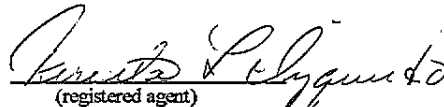
Wellington Fl. 33414

has named Teresita L. Izquierdo

located at the aforesaid address, as its Registered Agent to accept service of process
with this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and been familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)