

Charter Number Only

VALIDATION ONLY

Requestor's Name  
Melvin Wolfe  
Address  
7331 NW 74 St.  
Meadley FL 33166  
City State ZIP Phone

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CORPORATION(S) NAME

Sheartex, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN 29 AM 10:39

FILED



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION  
OF  
SHEARTEX, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is SHEARTEX, INC.

ARTICLE II  
TERM OF CORPORATE EXISTENCE

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III  
PURPOSE

The purposes for which the Corporation is organized are:

(a) To engage in the business of shearing, napping, trimming, cutting, finishing and otherwise preparing fabric for sale at the wholesale, distribution, manufacturing and retail levels.

(b) To further engage in, operate, conduct and maintain the business of manufacturing, buying, selling, importing, exporting, brokering, or otherwise dealing in, at wholesale or retail, fabrics of all kind or nature, specifically including but not limited to knit and dyed fabrics and further to deal in, at wholesale or retail, all facets of the fabric and/or clothing

business for men, women, and children including but not limited to all accessories, trimmings, supplies, materials, tools, machines, appliances, and equipment employed in or related to the manufacture of such fabrics and/or clothing.

(c) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.

(c) The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

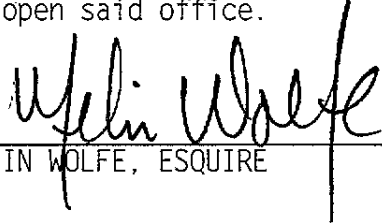
#### **ARTICLE IV AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated.

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

The street address of the initial principal office of the corporation is

3722 N.W. 73rd Street, Miami, Florida, 33147 and the name of the initial registered agent is Melvin Wolfe, Esquire, whose address is 7249 N.W. 36th Court, Miami, Florida, 33147. Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
MELVIN WOLFE, ESQUIRE

#### ARTICLE VI NUMBER OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of three or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of three (3) Directors.

#### ARTICLE VII INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
Melvin Wolfe	7249 N.W. 36th Court Miami, Florida 33147

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their

successors have been elected and qualified, are as follows:

NAME	ADDRESS
HANS RIETHER	1861 S.W. 176th Avenue Miramar, Florida 33029
ABRAHAM KATTAN	7249 N.W. 36th Court Miami, Florida 33147
RAHAMIN KATTAN	7249 N.W. 36th Court Miami, Florida 33147

#### ARTICLE IX BY-LAWS

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

#### ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigation, other than one by or in the right of this corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of this corporation, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he has served at the request of this corporation,

against judgements, fines, amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of such action, suit or proceeding, by judgement, order, settlement, conviction or upon plea, of nolo contendere or its equivalent, shall not in itself create presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of this corporation to procure a judgement in its favor by reason of his being or having been a director or officer of this corporation, partnership, joint venture, trust or other enterprise which he served at the request of this corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court, administrative agency, or investigation body

before which such action, suit proceeding is held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which tribunal shall deem proper.

2. Any indemnification under Section (1) shall be made by the corporation only as authorized in the specific case upon a determination that the amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

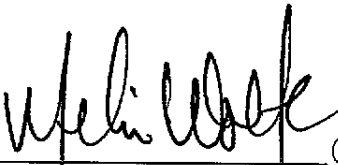
3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this corporation to indemnify under applicable law.

#### ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

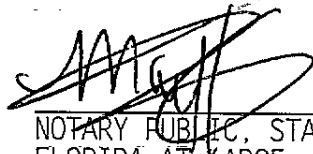
IN WITNESS WHEREOF, the undersigned has made and subscribed to these

Articles of Incorporation at Miami, Dade County, Florida, on this 28<sup>th</sup> day  
of January, 1998.

  
\_\_\_\_\_  
MELVIN WOLFE (SEAL)

STATE OF FLORIDA    )  
                          ) SS.  
COUNTY OF DADE    )

I HEREBY CERTIFY that on the day and year above written, personally  
appeared before me and personally known to me, the undersigned authority,  
MELVIN WOLFE, to me well known to be the person who executed the foregoing  
Articles of Incorporation and acknowledged before me that he executed the same  
freely and voluntarily for the uses and purposes therein set forth and  
expressed.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARY Y TAYLOR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC356790  
MY COMMISSION EXP. APR. 5, 1998

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SECRETARY OF STATE  
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