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May 26, 1998

Florida Dept. Of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-05/29/98--01077--004

\*\*\*\*122.50 \*\*\*\*122.50

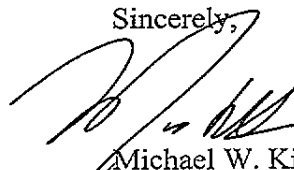
Re: Vinyltex International, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation for the referenced corporation. Please return a certified copy to my office after filing.

My check in the amount of \$122.50 payable to the Florida Secretary of State is enclosed. Thank you for your consideration and assistance.

Sincerely,



Michael W. Kirshon

Enclosure  
cc: Marc Rosenblatt

FILED  
98 MAY 29 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

in 6/2/98

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**ARTICLES OF INCORPORATION**  
**OF**  
**VINYLTEX INTERNATIONAL, INC.**

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is:

VINYLTEX INTERNATIONAL, INC.

**ARTICLE II**

**Existence**

The corporation's existence shall commence on May , 1998.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE IV**

**Authorized Capital**

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00

THIS INSTRUMENT PREPARED BY:

Michael W. Kirshon, Esq.

Florida Bar No. 291978

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Ft. Lauderdale, Florida 33483

Tel: (954) 772-4047

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

per share.

## **ARTICLE V**

### **Address**

The address of the principal office of the corporation is 3747 Royal Palm Avenue, Miami Beach, Florida 33140 and its mailing address is 3747 Royal Palm Avenue, Miami Beach, Florida 33140.

## **ARTICLE VI**

### **Registered Office and Agent**

The street address of the corporation's initial registered office is 4901 N.W. 17th Way, Suite 406, Ft. Lauderdale, Florida 33483. The name of the initial registered agent at such office is Richard H. Harris & Associates, P.A..

## **ARTICLE VII**

### **Indemnification**

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the incorporator of the corporation is Marc S. Rosenblatt, 3747 Royal

Palm Avenue, Miami Beach, Florida 33140.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 21, 1998.

  
\_\_\_\_\_  
Marc S. Rosenblatt

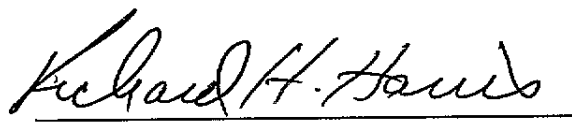
**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

Richard H. Harris & Associates, P.A.

  
\_\_\_\_\_  
By: Richard H. Harris

**FILED**  
**98 MAY 29 AM 8:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**