

P98000067537

AUG. 3. 1998 10:24 AM

NO. 625 P. 2/7

7/29/98  
6:06 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000014080 9))

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: BERMAN WOLFE & RENNERT, P.A.  
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ  
PHONE: (305) 577-4166

FAX #:

(305) 373-6036

NAME: THE TAPESTRY ASSOCIATES, INC.

AUDIT NUMBER.....H98000014080

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

PLS. FAX CONFIRMATION LETTER  
AND CERTIFICATE OF <sup>GOOD</sup> STANDING  
AS AP IN MORNING.

TKS! Kim

IF POSSIBLE,

TO (305) 347-6469, M/

DIRECT FAX NUMBER.

Te! Kim

FILED  
98 AUG -3 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

bm 8/3/98

AUG. 3.1998 10:24AM BWR  
(804)922-3708 07/30/98 10:52 Florida Department p1 /1

NO.625 P.1/7



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1998

BERMAN WOLFE & RENNERT PA

SUBJECT: THE TAPESTRY ASSOCIATES, INC.  
REF: W98000017328

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000014080  
Letter Number: 698A00040082

FAX AUDIT NO. H98000014080

**ARTICLES OF INCORPORATION  
OF  
THE TAPESTRY ASSOCIATES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**NAME**

The name of the corporation is THE TAPESTRY ASSOCIATES, INC.

**Article II**

**DURATION**

This corporation shall exist perpetually.

**Article III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV**

**MAILING ADDRESS**

The initial mailing address of the corporation is:

**% Berman Wolfe & Rennert, P.A.  
NationsBank Tower At International Place  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131-2130  
Attention: Leon J. Wolfe, Esquire**

Prepared By and Return To:  
Leon J. Wolfe, Esq., #327247  
BERMAN WOLFE & RENNERT, P.A.  
100 S.E. Second Street, #3500  
Miami, Florida 33131-2130  
Telephone: (305) 577-4167

**FILED**  
98 AUG -3 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FAX AUDIT NO. H98000014080

FAX AUDIT NO. H98000014080

**Article V**

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

**Article VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is c/o Berman Wolfe & Rennert, P.A., NationsBank Tower At International Place, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130 and the name of the initial registered agent of this corporation at that address is Leon J. Wolfe.

**Article VII**

**DIRECTORS**

(a) **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Dewey Knight III	% Berman Wolfe & Rennert, P.A. NationsBank Tower At International Place 100 Southeast Second Street, Suite 3500 Miami, Florida 33131-2130 Attention: Leon J. Wolfe, Esquire

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

FAX AUDIT NO. H98000014080

**Article VIII**

**INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**Article IX**

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

**Article X**

**INCORPORATOR**

The name and street address of the incorporator of this corporation is:

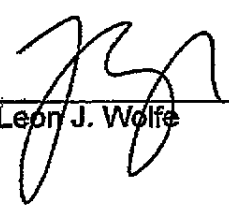
**Leon J. Wolfe  
Berman Wolfe & Rennert, P.A.  
NationsBank Tower At International Place  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131**

FAX AUDIT NO. H98000014080

**Article XI**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on July 29, 1998.

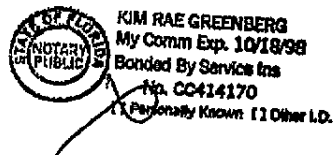
  
\_\_\_\_\_  
Leon J. Wolfe

STATE OF FLORIDA     }  
COUNTY OF DADE     } ss.:

The foregoing instrument was acknowledged before me on July 29, 1998 by Leon J. Wolfe, who is personally known to me.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large

My Commission Expires:

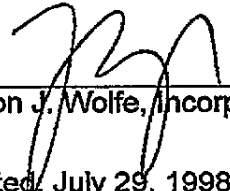


FAX AUDIT NO. H98000014080

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE TAPESTRY ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Leon J. Wolfe, located at NationsBank Tower, 100 Southeast Second Street, Suite 3500, Miami, FL 33131-2130, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Leon J. Wolfe, Incorporator

Dated: July 29, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Leon J. Wolfe, Registered Agent

Dated: July 29, 1998

G:\LJW\Articles of Incorporation (LJW).wpd

**FILED**  
98 AUG -3 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA