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December 15, 1998

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-12/22/98--01039--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

AMERICAN WOOLEN COMPANY, INC. - ARTICLES OF INCORPORATION

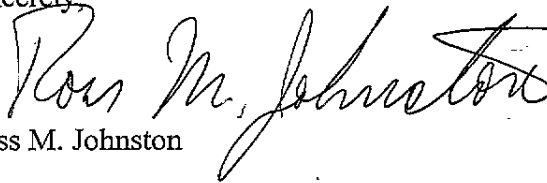
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for American Woolen Company, Inc. and a check for \$78.75 for filing fees and a certificate of status.

Please file stamp the copy of the articles of incorporation and return it to me in the enclosed, self-addressed, stamped envelope.

Thank you in advance for your attention to this matter.

Sincerely,



Ross M. Johnston

Encls.

FILED  
98 DEC 22 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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per B.R. file  
using 33142.as  
reg. of 21p.

TA-12/28/98

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN WOOLEN COMPANY, INC.**

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

**ARTICLE I NAME**

The name of the Corporation shall be:

American Woolen Company, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

American Woolen Company, Inc.  
4000 N.W. 30<sup>th</sup> Avenue  
Miami, Florida 33142

**ARTICLE III SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

10,000 Shares

**ARTICLE IV INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

Richard Marcus  
American Woolen Company, Inc.  
4000 N.W. 30<sup>th</sup> Avenue  
Miami, FL 33157

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## **ARTICLE V PURPOSE**

This Corporation is organized for the purpose of buying and selling wool and other textile products and transacting any lawful business.

## **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name and address of the initial officer and director of the Corporation is:

Name

Address

Richard Marcus

4000 N.W. 30<sup>th</sup> Avenue, Miami, FL 33142

## **ARTICLE VII BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation, or any amendment hereto, is vested in the Board of Directors of the Corporation.

## **ARTICLE VIII AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

## **ARTICLE IX INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless such person breached or failed to perform

his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

1. A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

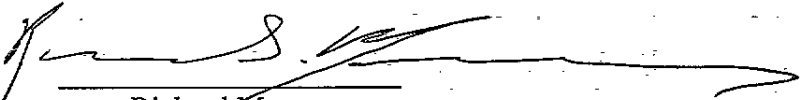
Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

#### **ARTICLE X INCORPORATOR**

The name and addresses of the incorporator to these Articles of Incorporation is:

Richard Marcus  
4000 N.W. 30<sup>th</sup> Avenue  
Miami, Florida 33142

The undersigned incorporator has executed these Articles of Incorporation this 30  
day of November, 1998.

  
Richard Marcus

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **American Woolen Company, Inc.**
2. The name and address of the registered agent and office is:

Richard Marcus  
American Woolen Company, Inc.  
4000 N.W. 30<sup>th</sup> Avenue  
Miami, FL 33142

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Richard Marcus

NOV 30, 1998  
Date