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OF COUNSEL  
ROBERT E. DADY, P.A.

REPLY TO MIAMI OFFICE

Via Federal Express

January 6, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

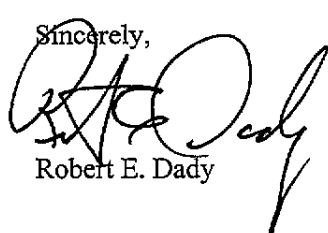
**Re: Originals 22, Inc.**

Dear Sir/Madam:

Enclosed please find two (2) duplicate originals of the Articles of Incorporation to be filed with the Department of State. Also enclosed is this firm's check in the amount of \$78.75 representing the filing fee and a stamped, self-addressed envelope for your convenience in returning the certified copy of the filed Articles to the undersigned.

Thank you.

Sincerely,

  
Robert E. Dady

RED/mtd  
Encl.

Forms/Corporate/State.ltr  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**ORIGINALS 22, INC.**

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

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is **ORIGINALS 22, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

**ARTICLE III**

**NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is:

- (a) The manufacture and sale of furniture and fixtures.
- (b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.
- (c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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ALLIANCE, FLORIDA

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful business, trades, occupations and professions.

(i) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, along, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(j) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of Ten Cents (\$.10).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall not have preemptive rights.

**ARTICLE VI**

**ADDRESS**

The initial address of the principal office of this corporation is to be 3410 North 29<sup>th</sup> Avenue, Suite B, Hollywood, Florida 33020. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial Board of Directors is two (2) whose names and addresses are:

Jeffrey L. Roter  
3410 North 29<sup>th</sup> Avenue, Suite B  
Hollywood, Florida 33020

Sandra J. Roter  
3410 North 29<sup>th</sup> Avenue, Suite B  
Hollywood, Florida 33020

**ARTICLE VIII**

**INITIAL REGISTERED AGENT AND OFFICE**

The address of this Corporation's initial registered office is 200 South Biscayne Blvd., Suite 2100, Miami, Florida 33131. The name of this Corporation's initial registered agent is:

Robert E. Dady, Esq.  
200 South Biscayne Blvd.  
Suite 2100  
Miami, Florida 33131

**ARTICLE IX**

**INCORPORATOR**

The name and address of the incorporator is:

Robert E. Dady, Esq.  
200 South Biscayne Blvd.  
Suite 2100  
Miami, Florida 33131



**CERTIFICATE OF REGISTERED AGENT**

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **ORIGINALS 22, INC.**, desiring to incorporate under the laws of the State of Florida, has named **ROBERT E. DADY, ESQ.**, with an address of 200 South Biscayne Blvd., Suite 2100, Miami, Florida 33131, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 6<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Registered Agent

Forms/Corporate/Articles.Originals  
1/6/99(3:5PM)

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