

99000006607



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099641 123598A

AUTHORIZATION :

Patricia Pizette

COST LIMIT : \$ 70.00

ORDER DATE : January 14, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 099641-005

000002742000--9

CUSTOMER NO: 123598A

CUSTOMER: Charles Z. Kalchman, Esq
CHARLES Z. KALCHMAN, ESQ
CHARLES Z. KALCHMAN, ESQ
Suite 300
2020 Northeast 163rd Street
Miami, FL 33162

DOMESTIC FILING

NAME: ~~CWF, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

2544
W99-1098

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:42

RECEIVED
99 JAN 14 PM 12:09
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:42

January 14, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CWF, INC.
Ref. Number: W99000001098

RESUBMIT

Please give original
submission date as file date.

We have received your document for CWF, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00002024

RECEIVED
99 JAN 22 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
SPECTRUM WOOD FLOORS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:42

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is SPECTRUM WOOD FLOORS, INC., and it's principal office and mailing address is 2345 NE 209 Street, North Miami Beach, Florida 33180.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is MEIR ISRAEL, and the initial registered office of the Corporation is 2345 NE 209 Street, North Miami Beach, Florida 33180.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is MEIR ISRAEL, 2345 NE 209 Street, North Miami Beach, Florida 33180.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or

resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the Corporation, has executed these Articles of Incorporation on this 21st day of January, 1999.

By: *Meir Israel*
MEIR ISRAEL, Incorporator

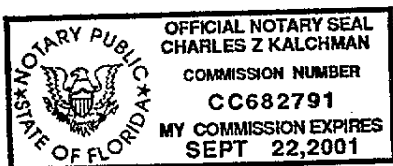
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared, MEIR ISRAEL, to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this 21st day of January, 1999.

Charles Z Kalchman
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: Meir Israel
MEIR ISRAEL

FILED
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