

PO1000078750

LORETTA WADE
Bookkeeping & Tax Services
123 E. Chapman Road - Lutz, FL 33549
(813) 962-0684 - fax (813) 962-0655
July 31, 2001

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

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-08/05/01--01097--008
*****78.75 *****78.75

Dear Sirs:

Enclosed are the Articles of Incorporation of:
Bernina Pfaff Sewing Center, Inc.
14917 N. Florida Avenue
Tampa, FL 33613

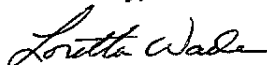
Enclosed is a check in the amount of \$78.75, to cover the following:

Filing Fees	\$35.00
Registered Agent	35.00
Certificate Under-Seal	8.75

We are requesting an effective date of August 01, 2001, for our incorporation.

Please forward all correspondence to the corporate address listed above.

Sincerely,



Loretta Wade

Enclosures:
Articles of Incorporation
Check #2611

FILED
2001 AUG -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

15
8/10/01

ARTICLES OF INCORPORATION
OF
BERNINA PFAFF SEWING CENTER, INC.

FILED

2001 AUG -6 AM 10:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is BERNINA PFAFF SEWING CENTER, INC.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE

To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation, can be advantageously carried on in connection with any lawful purpose or business endeavor that the corporation may elect to undertake.

To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of stock having a par value of one dollar (\$1.00). All shares of stock shall be designated as common shares.

ARTICLE V. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of this corporation is 14917 N. Florida Avenue, Tampa, FL 33613. The name and street address of the initial registered agent of this corporation is Gregor Sidler, 28815 Windover Street, Wesley Chapel, FL 33544.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The board of directors of the corporation shall consist of two (2) members, initially. The number of directors may be changed from time to time as provided for in the By-Laws. The initial directors shall be as follows:

Gregor Sidler
28815 Windover Street
Wesley Chapel, FL 33544

Debra Sidler
28815 Windover Street
Wesley Chapel, FL 33544

ARTICLE VII. INCORPORATORS

The name and street address of the incorporators of the Articles of Incorporation are:

Gregor Sidler
28815 Windover Street
Wesley Chapel, FL 33544

Debra Sidler
28815 Windover Street
Wesley Chapel, FL 33544

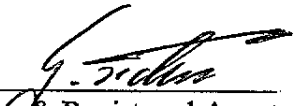
ARTICLE VIII. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, The undersigned Incorporators have executed these Articles of Incorporation for the uses and purposes herein stated this 27th day of July, 2001.

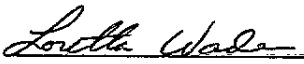

Incorporator & Registered Agent
GREGOR SIDLER
28815 Windover Street
Wesley Chapel, FL 33544


Incorporator
DEBRA SIDLER
28815 Windover Street
Wesley Chapel, FL 33544

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

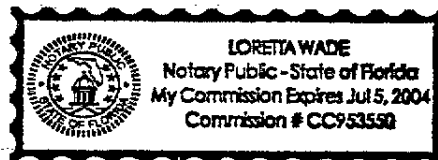
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared, as the incorporators, GREGOR SIDLER and DEBRA SIDLER, to me personally known to be the persons described, and who executed the foregoing Articles of Incorporation.

WITNESSED MY HAND and official seal at Tampa, Hillsborough County, Florida this 27th day of July, 2001.


Notary Public, State of Florida

My Commission Expires: July 5, 2004

My Commission Number: CC 953550



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITH THE STATE
NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
2001 AUG -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Florida Statutes, the following is submitted:

That BERNINA PFAFF SEWING CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, in the County of Hillsborough, State of Florida, has named GREGOR SIDLER as its agent to accept service of process within the state.

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

PRINCIPAL OFFICE ADDRESS:

14917 N. Florida Avenue
Tampa, FL 33613

MAILING ADDRESS:

14917 N. Florida Avenue
Tampa, FL 33613



Registered Agent
GREGOR SIDLER
28815 Windover Street
Wesley Chapel, FL 33544

Date: 7-27-01