

P07000116220

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

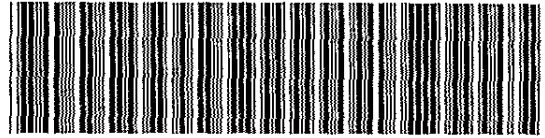
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/18/07--01080--001 **78.75

FILED

2007 OCT 25 A 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE OCT 24 2007

JOHN FLANDERS J.D.

13102 N. 20th Street #6
Tampa, Florida 33612-3771

phone (813) 977-1808
fax (813) 631-9388

October 23, 2007-10-23

Ms. Roseanne Varnadare
Supervisor / New Filing Section
Florida Secretary of State / Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Re; Substitution of Stitch by Stitch Florida, Inc (W07000051984) application
With the attached application for Stitch by Stitch USA, Inc application

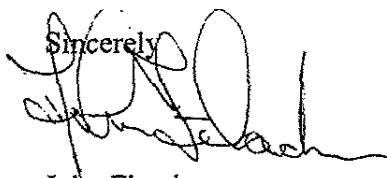
Dear Ms Varnadare,

As per our telephone conversation today, I am faxing a copy of the application for Stitch by Stitch USA, Inc. to replace the application for Stitch by Stitch Florida, Inc. (W07000051984) which was not approved.

I am mailing the original application and a return copy to you tomorrow. There was a Bank of America money order number 3795856 for seventy eight dollars and seventy five cents (\$78.75) made payable to the Secretary of State / Division of Corporations, included with your received Stitch by Stitch, Florida application.

Please process / enter the Stitch by Stitch USA, Inc. application as soon as possible.

Sincerely



John Flanders
JF/pw

enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 19, 2007

JOHN FLANDERS J.D.
13102 N 20TH STREET #6
TAMPA, FL 33612-3771

SUBJECT: STITCH BY STITCH FLORIDA, INC.
Ref. Number: W07000051984

We have received your document for STITCH BY STITCH FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An effective date may be added to the Articles of Incorporation **if a 2008 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected 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) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 007A00061747

JOHN FLANDERS J.D.

13102 N. 20th Street #6
Tampa, Florida 33612-3771

phone (813) 977-1808
fax (813) 631-9388

October 23, 2007-10-23

Ms. Roseanne Varnadare
Supervisor / New Filing Section
Florida Secretary of State / Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Re; Substitution of Stitch by Stitch Florida, Inc (W07000051984) application
With the attached application for Stitch by Stitch USA, Inc application

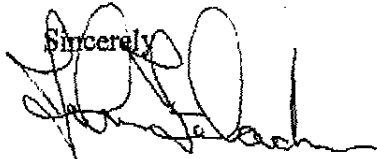
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Please process / enter the Stitch by Stitch USA, Inc. application as soon as possible.

Sincerely,



John Flanders
JF/pw

enclosures

ARTICLES OF INCORPORATION
OF
STITCH BY STITCH USA, INC.

FILED

The undersigned subscriber to these Articles of Incorporation hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida. 06/23 A 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be STITCH BY STITCH USA, INC.

ARTICLE II

NATURE OF BUSINESS

The nature of business of this corporation shall be the embroidering, custom and otherwise of any and all items, along with the sales, lease or rental of any and all items that can be worked and embroidered and the sales, lease and or rental of any and all equipment used in such activities..

Any business authorized by law in the State of Florida and in the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any time is Five hundred (500) shares of common stock, each having the par value of \$5.00

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation and registered office is to be:

104 Field Lane
Seffner, Florida 33584-5368

and the name and address of the initial registered agent is

Stanley Wisnesky
104 Field Lane
Seffner, Florida 33584-5368

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 deem fit.

ARTICLE VII

DIRECTORS

The corporation shall have one (1) directors initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE VIII

MANAGEMENT

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the first Board of Directors and subscribers who shall hold office until their successors are elected and have qualified, are as follow:

Stanley Wisnesky
104 Field Lane
Seffner, Florida 33584-5368-5368

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regularly scheduled meeting.

ARTICLE XII

STOCK RESTRICTIONS

Restrictions of Stock: No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

(a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation and the corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

(b) Purchase of stock upon shareholder's death.

Upon the death of a shareholder, the legal representative within six (6) months after the death of the shareholder shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event the corporation is unable to purchase all of any part of the shares owned by the selling shareholder because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, nor the remaining shareholders, the selling shareholder may dispose of his stock to another person.

Notice of Sale of Stock: The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall thereupon have thirty (30) days in which to make their purchase.

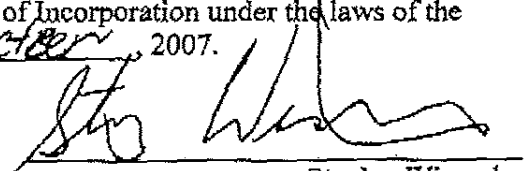
Endorsement on Stock Certificates: All certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

ARTICLE XIII

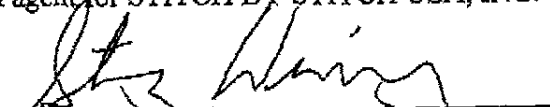
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholder's meeting by a majority vote thereon, unless all the Directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23 th. day of October, 2007.


Stanley Wisnesky

I, accept the designation as registered agent for STITCH BY STITCH USA, INC.

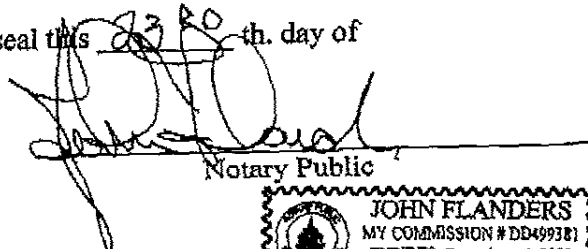

Stanley Wisnesky

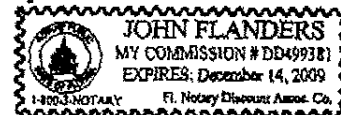
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, an officer duly authorized to take acknowledgments, on this day personally appeared Stanley Wisnesky, who presented to me Florida Driver's License # W 252 793 572 0300 to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation for the purposes herein stated.

WITNESS my hand and official seal this 23 th. day of October, 2007.


Notary Public



FILED
2007 OCT 23 A 10:33
CLERK OF STATE
TALLAHASSEE, FLORIDA