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SANDLER & SANDLER

ATTORNEYS AT LAW

A. M. SANDLER (1904-75)
M. L. SANDLER

January 24, 2000

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

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-01/28/00-01101-010

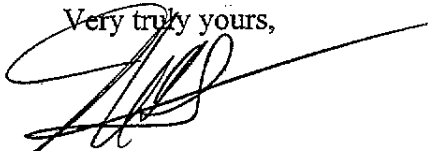
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Re: Corporate Filing
A.R.C. Textile Corp.

Dear Sir or Madam:

Enclosed for filing please find original Articles of Incorporation of A.R.C. Textile Corp., together with a check for the requisite filing fee. Please return certified copy of Articles after filing.

Very truly yours,



Martin L. Sandler

enclosures

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FILED
00 JAN 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN FEB - 3 2000

ARTICLES OF INCORPORATION OF A. R. C. TEXTILE CORP.

ARTICLE I

The name of this corporation is A. R. C. TEXTILE CORP.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation shall have the power to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under section 1244 of the Internal Revenue Code.

ARTICLE V

The street address of the initial registered office of the corporation is Suite 729, 25 SE Second Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Martin L. Sandler.

ARTICLE VI

The corporation shall initially have one Director which may be increased or diminished by the bylaws but shall never be less than one.

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TALLAHASSEE, FLORIDA

The names and addresses of the initial Director :

Martin L. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

ARTICLE VII

The names and addresses of the person signing these articles is:

Martin L. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

ARTICLE VIII

The name, address and office of the initial officer of this corporation and the initial office of the corporation are:

Martin L. Sandler
President/Secretary
Suite 729
25 SE Second Avenue
Miami, Florida 33131

A.R.C Textiles Corp.
c/o Martin L. Sandler
Suite 729
25 SE Second Avenue
Miami, Florida 33131

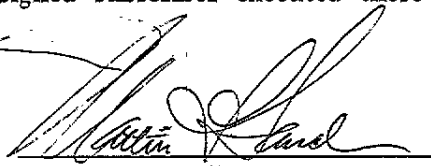
ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

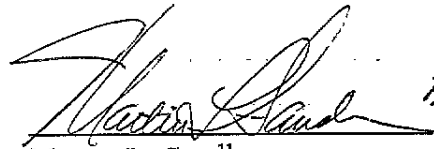
ARTICLE X

The corporation shall indemnify any current or former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 11th day of January, 2000.


Martin L. Sandler

I hereby accept designation as resident agent for A. R. C. TEXTILE CORP.


Martin L. Sandler


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00 JAN 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida :
:

County of Miami-Dade :
:

BEFORE ME THE UNDERSIGNED authority personally appeared Martin L. Sandler known to me and known to me to be the person who executed the foregoing Articles of Incorporation. He exhibited to me identification and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS THEREOF I have hereunto set my hand and seal this 11th day of January, 2000.

 Luisa Woodward
My Commission CC794297
Expires December 2, 2002


Notary Public, State of Florida

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