

FREEMON A. MARK
Attorney and Counsellor at Law

January 17, 2000

P000000013296

Corporate Records Bureau
Division Of Corporations
Fla. Department Of State
P. O. Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

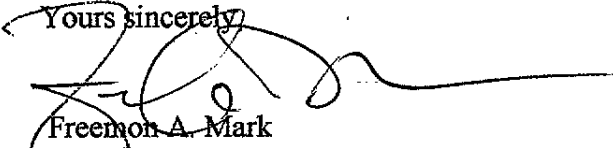
Re: Incorporation Of **FAMILY RAGS, INC.**

Dear Sir:

Enclosed herewith you please find the original and one copy of the proposed Articles of Incorporation regarding **FAMILY RAGS, INC.**, a check (money order or draft) to cover the incorporation fee of **\$78.75**, and the Certificate Designating the Place of Business and Naming the Registered Agent. If the same meet with your approval, please file same and issue a Charter returnable to my office at the above address along with a certified copy of the Articles.

Thanking you in advance for your usual promptness and courtesies and with kind regards, I remain

Yours sincerely,


Freeman A. Mark
Attorney at Law

FAM/jmh

- Encls. - 1. Articles of Inc. (Orig. + 1 copy)
4. Certificate
5. Fee (\$78.75)

FILED
00 FEB -2 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

(A corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do(es) hereby adopt the following Articles of Incorporation:

Article One

(Name)

The name of the corporation shall be **FAMILY RAGS, INC.**

Article Two

(Term of Existence)

The duration of the corporation is perpetual.

Article Three

(Nature Of Corporate Business)

The nature of the business, objects and intents of the corporation proposed to be transacted, prompted and carried on are to do any all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do:

1. To engage in any business as related to the hereinbelow mentioned purposes, and any other business, that is legal under the laws of the State of Florida; and,
2. To engage in the international export and import of goods and materials.

Article Four

(Capital)

The amount of capital with which the Corporation shall begin is Three Thousand Dollars (\$3,000.00).

Article Five

(Registered Agent)

The registered agent for the corporation shall be **Mona R. Paul**, who will accept service of process at 3620 NE 12th Avenue, Pompano Beach, Fla. 33064.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article Six
(Corporate Office)**

The principal place of business of this Corporation shall be 3620 NE 12th Avenue, Pompano Beach, Broward County, Florida 33064.

**Article Seven
(Number of Directors)**

The affairs of this Corporation shall be conducted by a Board of Directors who are the shareholders of the Corporation. The Board of Directors shall consist of one (1) member, and not more than one (1) unless otherwise properly increased.

**Article Eight
(Qualification of Members & Subscribers and Shareholders)**

The membership of this Corporation shall constitute all persons hereinafter named as subscribers and shareholders. Subscriber(s) to these Articles and the number and type of shares subscribed to by each shareholder(s) are as follows:

Name:	Number of Shares:	Address:
Mona R. Paul	1,000 (common stock)	3620 NE 12th Avenue Pompano Beach, Fla. 33064

**Article Nine
(Board of Directors)**

The name(s) and address(es) of the person(s) who are to serve as Directors for the ensuing year, or until the first annual meeting are:

Mona R. Paul	3620 NE 12th Avenue, Pompano Beach, Fla. 33064
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**Article Ten
(Capital Stock)**

1. The maximum number of shares that this Corporation is authorized to have outstanding at any one time, unless otherwise properly changed, is One Thousand (1,000) of Three Dollars (\$3.00) par value each share, all of which shall be 1,000 shares of common stock and zero (0) shares of other stock, all of which shall be capital of the Corporation.

2. The stock of the Corporation shall be owned principally and at all times by the subscriber(s) of these Articles of Incorporation. The number and type of shares subscribed to by each subscriber is set forth hereinabove.

Article Eleven (Officers)

The officers of this corporation shall be a President and Secretary, and the name(s) and address(es) and office held of the person(s) who shall serve as officers of this corporation until the first meeting of the stockholders are:

**Mona R. Paul - President & Secretary - 3620 NE 12th Avenue
Pompano Beach, Fla. 33064.**

The officers shall be elected by the stockholders of this Corporation at each annual meeting and as provided by the By-Laws.

Article Twelve (By-Laws and Amendments)

The stockholders of this Corporation shall provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as the stockholders may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the stockholders at any regular meeting or any special meeting called and properly noticed for that purpose. The Corporate Articles may likewise be amended by a majority vote of the stockholders.

Article Thirteen (Meetings & Conduct of Business)

The regular meeting of this Corporation shall be held on the first Monday of each month at 7:00 p.m., at the office of the Corporation, or at any other location or place and time properly designated by the President of the Corporation. The business of the Corporation shall be conducted in accordance with these Articles and By-Laws of the Corporation.

IN WITNESS WHEREOF, I/We, the undersigned subscribing incorporators have hereunto set my/our hand and seal, this 17th day of January, 2000, for the purpose of forming this Corporation for profit under the laws of the State of Florida.

Mona R. Paul

Mona R. Paul

Subscribing Incorporator

Subscribing Incorporator

Subscribing Incorporator

Subscribing Incorporator

State of Florida

County of Broward

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SS:

BEFORE ME, a Notary Public, duly authorized to take acknowledgments in the State and County afore-named, personally appeared Mona R. Paul, who presented the following identification: personally known, or is/are well known to me to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed and subscribed to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State above-named, on this 17th day of January, 2000.

my commission expires:

[Signature]
Notary Public, State of Fla. at Large



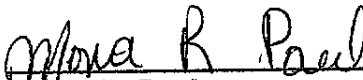
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT AND AGENT'S ADDRESS
UPON WHOM PROCESS MAY BE SERVED**

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
In compliance with said Act:

First - That FAMILY RAGS, 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 Pompano Beach, Broward
County, Florida, has named Mona R. Paul, located at 3620 NE 12th Avenue,
Pompano Beach, Florida 33064, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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


Mona R. Paul
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB - 2 PM 5: 42

FILED