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ACCOUNT NO. : 072100000032

REFERENCE : 671286 7211521

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pigato

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 21 PM 4:49

ORDER DATE : April 21, 2000

ORDER TIME : 3:23 PM

ORDER NO. : 671286-005

CUSTOMER NO: 7211521

700003219657--1

CUSTOMER: Mr. Fred D. Elmaleh
MR. FRED D. ELMALEH
MR. FRED D. ELMALEH
Suite 261
1348 Washington Avenue
Miami, FL 33139

DOMESTIC FILING

NAME: MIAMI FABRICS, 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: Christine Lillich

EXAMINER'S INITIALS:

cf 4/24/00

RECEIVED
00 APR 21 PM 4:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 21 PM 4:49

ARTICLES OF INCORPORATION
OF

MIAMI FABRICS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIAMI FABRICS, INC.

The address of the principal office of this corporation shall be 1348 Washington Avenue, Suite 261, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Avi Luska	128 Royal Palm Drive
Dir.	Thornhill, Ontario L4J 8K1

Fred Elmaleh	1 Painted Rock Avenue
Dir.	Richmond Hill, Ontario L4S 1R6

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:


The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on April 21, 2000.


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

CRL