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Fabric Resource Inc.
10160 Umberland Place
Boca Raton, Fla 33428

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-01/02/01--0117--013
*****70.00 *****70.00

Florida Division of Corporations
Tallahassee, Florida

December 26, 2000

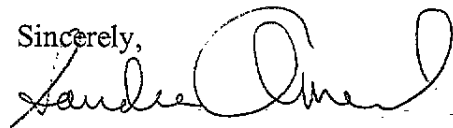
Dear Sir:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to me.

Also, enclosed is a check for \$70.00 covering the filing fee for the Articles of Incorporation and Registered Agent Designation Filing Fee.

Thank you for your assistance

Sincerely,



Sandra Amerling
President

Please mail back to the above referenced address.

FILED
01 JAN -2 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-01

FABRIC RESOURCE INC.

FILED
01 JAN -2 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Fabric Resource Inc. and the initial address of this corporation shall be 10160 Umlerland Place, Boca Raton, Fl 33428

ARTICLE II

This corporation may engage in 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

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of shares authorized	Par value per share	Class of
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 10160 Umlerland Place, Boca Raton, Fla, with the privilege of having its office and branch offices at the other places within or without the State of Florida. The initial registered agent at that address shall be Sandra Amerling

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**Sandra Amerling
10160 Umberland Place
Boca Raton, Fl 33428**

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**Sandra Amerling
10160 Umberland Place
Boca Raton, Fl 33428**

ARTICLE VIII

The name and address of the incorporator is Sandra Amerling, 10160 Umberland Place, Boca Raton, Fl 33428

ARTICLE IX

No contract or other transaction between this corporation and any other corporation and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided by the fact that he or such firm is so interested shall be disclosed, or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or this corporation which shall authorize any such contract or transaction, with the force and effect as if he were not such a director or officer of such other corporation, or not so interested.

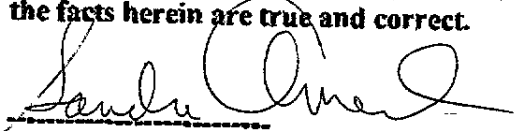
ARTICLE X

The private property of the stockholders shall not be subject to payment of corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true and correct.



Sandra Amerling, Incorporator

The foregoing instrument was acknowledged before me this 26th day of December, 2000 by Sandra Amerling who has produced Fla driver license no FL A564-784-36.836.0. as identification and who did take an oath.

NOTARY PUBLIC

My Commission expires:

4/22/03

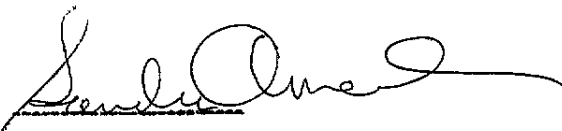


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted.

**First, that Fabric Resource Inc., desiring to be organized under the laws of the
State of Florida, has named Sandra Amerling of 10160 Umberland Place, Boca
Raton, Fla 33428 its registered agent.**

**Having been named the statutory Registered Agent of the above corporation
at the place designated in this certificate, I hereby accept the same and agree
to act in this capacity, and agree to comply with the provisions of Florida law
relative to keeping the registered office open, and I accept the obligations of
Section 607.325 F.S.**



**Sandra Amerling
Registered Agent**

Dated: This 26th day of December 2000

**The following instrument was acknowledged before me this 26th day of December
2000 by Sandra Amerling, who has produced driver license number FL A564-784-36-836-0
as identification, and who did take an oath.**

NOTARY PUBLIC

My Commission Expires:

4/22/03



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