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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

UPTOWN DESIGN FABRICS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2001

FAS-T

SUBJECT: UPTOWN DESIGN FABRICS, INC.
REF: W01000008941

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FAX Aud. #: H01000042083
Letter Number: 101A00023331

ARTICLES OF INCORPORATION

OF

UPTOWN DESIGN FABRICS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: UPTOWN DESIGN FABRICS, INC.

The principal place of business of this corporation shall be:
8040-8060 N.W. 33rd St., Miami FL 33122-1004

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of 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 aggregate number of shares of stock and its par value that this corporation is 1000 @ \$1.00 authorized to have outstanding at any one time is ONE THOUSAND @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JOSE OJALVO, PRESIDENT
8040-8060 N.W 33rd St
Miami FL 33122-1004

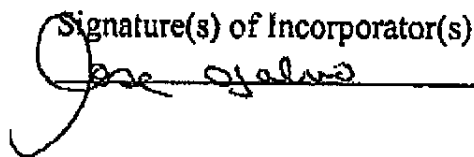
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JOSE OJALVO
8040-8060 N.W 33rd St
Miami FL 33122-1004

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17 day of April, 2001

Signature(s) of Incorporator(s)



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: UPTOWN DESIGN FABRICS, INC.

2. The name and address of the registered agent and office is:

JOSE OJALVO

8040-8060 N.W. 33rd Street.,

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33122-1004

(CITY/STATE/ZIP)

SIGNATURE Jose Ojalvo
(Corporate Officer)

TITLE President

DATE April 17, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Jose Ojalvo
(Registered Agent)

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