

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Unique Threads Corporation

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DIVISION OF CORPORATION

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN MAY - 2 2001

ARTICLES OF INCORPORATION
OF
UNIQUE THREADS CORPORATION

FILED
01 MAY -2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is UNIQUE THREADS CORPORATION.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under laws of the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V

INITIAL REGISTERED OFFICE & MAILING ADDRESS

The street address of the initial registered office of the Corporation is 648 Gillette Avenue, Temple Terrace, FL 33617 and the name of the initial registered agent at that address is Brian Groene.

The initial mailing and business address of the Corporation is 648 Gillette Avenue, Temple Terrace, FL 33617 and the name of the officer at that address is Brian Groene.

ARTICLE VI
BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

Brian Groene
648 Gillette Avenue
Temple Terrace, FL 33617

B. Number and Term. The Board of Directors shall be composed of not less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial member of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until his respective successor(s) are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new name.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VII
OFFICERS

A. Officers of the Corporation shall consist of a President and Secretary as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Brian Groene	President/Secretary
John P. Jack	Vice President
Jennifer L. Jack	Vice President

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles is:

Brian Groene
648 Gillette Avenue
Temple Terrace, FL 33617

ARTICLE IX
INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be exclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE X
SPECIAL PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI
MISCELLANEOUS

A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings shall be designated in the By-Laws.

30th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of April, 2001.

Brian J. Groene
Brian Groene

I hereby accept appointment as Registered Agent of Unique Threads Corporation.

Brian J. Groene
Brian Groene

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Brian Groene to me known and known to me to be the person described in and who produced personally known to me as identification and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed. WITNESS my hand and official seal at Tampa, Florida this 30th day of APRIL, 2001.



Mary D. Carpenter
Commission # CG 825608
Expires May 27, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Mary D. Carpenter
Notary Public

Name: 5/27/03
My Commission Expires

FILED
01 MAY -2 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA