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June 14, 2001

Department of State
Division of Corporations
PO BOX 6327
Tallahassee, Florida 32314

FILED
01 JUL -5 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FL 32304

RE: Aerolyn Fabrics, Inc.

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-07/05/01--01073--012
*****78.75 *****78.75

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation for the above-captioned new corporation.

We would ask that you file this corporation and mail back the confirmation from the Secretary of State as well as the certified copy of the Articles. Enclosed please find a self-addressed stamped envelope for your convenience.

We have also enclosed a check in the sum of \$78.75 made payable to the Secretary of State, which represents the fee for filing and certification of the Articles.

If you should have any problems or need any additional information, please do not hesitate to call the undersigned.

Thank you for your assistance in this regard.

Very truly yours,

Sandee Polin
Sandee Polin
Legal Assistant

/sdp
Encl. noted

7-11-01
WC

**ARTICLES OF INCORPORATION
OF
AEROLYN FABRICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, in order to form a Corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be AEROLYN FABRICS, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall

not be voted upon directly or indirectly nor count as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objectives of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the law of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of stock at penny par value.

IV

The amount of capital with which this Corporation shall begin business shall be **FIVE HUNDRED DOLLARS (\$500.00)**.

V

The existence of this Corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 7885 S.W. 179th Terrace, Miami, FL 33157.

VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, by-laws, and the laws of the State of

Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

President/Vice-President/Treasurer	Dara Storch
Secretary/Director	7885 SW 179 th Terrace
	Miami, FL 33157

IX

The Registered Agent and registered office for this corporation are:

Mark A. Kamilar, Esquire
2921 SW 27th Avenue
Coconut Grove, FL 33133

X

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
Dara Storch	7885 SW 179 th Terr., Miami, FL 33157	100 shares

XI

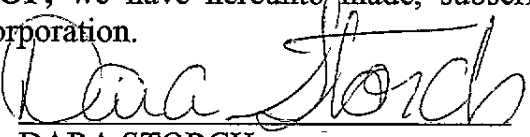
This Corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three (3) directors who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the by-laws of the Corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

XIII
ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MARK A. KAMILAR, ESQUIRE

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.


DARA STORCH

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, personally appeared DARA STORCH, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true and correct to the best of their knowledge.

WITNESS my hand and seal at Miami, Dade County, Florida this
13th day of June, 2001.


NOTARY PUBLIC, State of Florida

My Commission Expires:

