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FLORIDA PROFIT CORPORATION OR P.A.

FABULOUS FABRICS, INC.

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August 29, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FABULOUS FABRICS, INC. REF: W02000025124

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FAX Aud. #: H02000188114 Letter Number: 402A00050414

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION ΩF

FILED

FABULOUS FABRICS, INC.

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ARTICLE I NAME

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The name of this corporation is: Fabulous Fabrics, Inc., a Florida Corporation.

ARTICLE II DURATION

This corporation shall exist on a perpetual basis commencing on the date of the

ARTICLE III PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VIX VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VITI INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows: Stephen Caplan, Suite 320, 172 w. Flagler Street, Miami, Florida 33130.

ARTICLE TX INCORPORATOR

The name and address of the person signing these Articles is: Stephen Caplan, Suite 320, 172 W. Flagler Street, Miami, Florida 33130.

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ARTICLE X INITIAL REGISTERED AGENT

The street address of the initial registered agent is: Suite 320, 172 W. Flagler Street, Miami , Florida 3313D.

ARTICLE XI INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is: Suite 320, 172 W. Flagler Street, Miami , Florida 33130.

Stephen Caplan

STATE OF FLORIDA)

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared, STEPHEN CAPLAN, to me known to be the person described in and who was identified by Florida Drivers License and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

witness, my hand and official seal in the State of Florida, County of Dade, on this 1/1 day of August, 2002.

My commission expires:

Notary Public, State of Florida at large Charles H. Gelman Commension # CC 789206

Prepared By: Charles H. Gelman, P.A. 25 SE 2nd Avenue, Suite 1025 Miami, Florida 33131 (305) 579-9100

Expires DEC. 20. 2002 BONDED THRU ARANTIC BONDING CO., INC. HOZOOO 1 88114

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First----That FABULOUS FABRICS. Inc. desiring to organize under the laws of the State of Florida with its principal dffice, as indicated in the Articles of incorporation at City of Miami, County of Miami-Dade, State of Florida, has named Stephen Caplan located at Suite 320, 172 w. Flagler Street, Miami. Florida 33130 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

STEPHEN CAPLAN

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SECRETARY OF STATE
SECRETARY OF STATE

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