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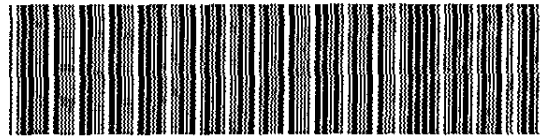
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May 29, 2003

Registration Section
Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Freedom Embroidery & Design Company, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Freedom Embroidery & Design Company, Inc. Also enclosed is a check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Richard D. Baxter, Esq.

cc: Mr. Colan Shane Benner

Enclosures

ARTICLES OF INCORPORATION
OF
FREEDOM EMBROIDERY & DESIGN COMPANY, INC.

The undersigned Incorporator, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a business corporation for profit under the Florida Business Corporation Act, Florida Statutes Chapter 607.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

Freedom Embroidery & Design Company, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 1619 Votaw Road, Apopka, Florida 32703.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1619 Votaw Road, Apopka, Florida 32703. The name of the initial Registered Agent of this Corporation at that address is Colan Shane Benner, who is a Florida resident.

ARTICLE VII
BOARD OF DIRECTORS

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Colan Shane Benner	1619 Votaw Road Apopka, Florida 32703
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The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATOR

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

Colan Shane Benner	1619 Votaw Road Apopka, Florida 32703.
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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation for profit to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 29th day of May, 2003.


Colan Shane Benner, Incorporator

**FREEDOM EMBROIDERY & DESIGN COMPANY, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Freedom Embroidery & Design Company, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Colan Shane Benner, 1619 Votaw Road, Apopka, Florida 32703.

Freedom Embroidery & Design Company, Inc.

By: Colan Shane Benner
Colan Shane Benner, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Freedom Embroidery & Design Company, Inc., the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: May 29, 2003.

Colan Shane Benner
Colan Shane Benner, Registered Agent

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