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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

FABRICS BY THE YARD, INC.

| | |
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| Certificate of Status | 0 |
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04 MAY 20 AM 9:26
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

Fabrics by the Yard, Inc.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4141 North Dixie Highway
Pompano Beach, Florida 33064**

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLES OF INCORPORATION

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mohamad Katah
4141 North Dixie Highway
Pompano Beach, Florida 33064

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director(s) of the corporation is/are as follows:

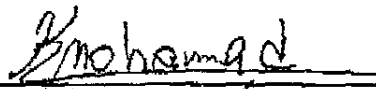
Mohamad Katah
4141 North Dixie Highway
Pompano Beach, Florida 33064

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mohamad Katah
4141 North Dixie Highway
Pompano Beach, Florida 33064

The undersigned Incorporator has executed these Articles of Incorporation this third (3rd) day of May, 2004.



Signature

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

CERTIFICATE OF REGISTERED AGENT

OF

Fabrics by the Yard, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 4141 North Dixie Highway, Pompano Beach, Florida 33064 has named Mohamad Katah located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office

Mohamad
(registered agent) ✓

5-4-04
(date) ✓

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TALLAHASSEE, FLORIDA