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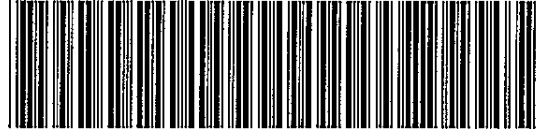
(Business Entity Name)

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[Signature]

MARSHALL E. WOOD, P.A.
ATTORNEY AT LAW
SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666
FAX # 904/277-6611

June 17, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: KAREN'S FABRICS, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of KAREN'S FABRICS, INC. for filing pursuant to Florida Statutes Section 607.0120.

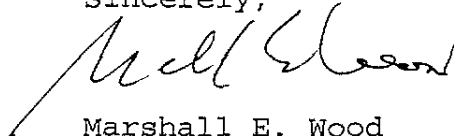
Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,



Marshall E. Wood

Enclosures -

ARTICLES OF INCORPORATION
OF
KAREN'S FABRICS, INC.

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

KAREN'S FABRICS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of \$1.00 each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 2835 South Fletcher Avenue, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR

The name and post office addresses of the initial director, who shall hold office for the first year of corporate existence or until his successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
ERIC LIPSON	2835 South Fletcher Avenue Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Eric Lipson, 2835 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
ERIC LIPSON	President and Treasurer	2835 South Fletcher Avenue Fernandina Beach, FL 32034
KAREN BLACKWELL	Secretary	2835 South Fletcher Avenue Fernandina Beach, FL 32034


ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: Eric Lipson, 2835 South Fletcher Avenue, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 17th day of June, 2005.

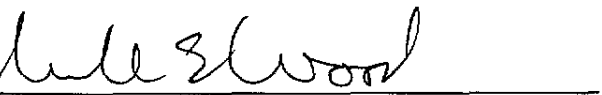

ERIC LIPSON, Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 17th day of June, 2005, by ERIC LIPSON, who is personally known to me or who presented _____ as identification and who did take an oath.




Name: **MARSHALL E. WOOD**
Notary Public, State of Florida
Commission Expires:

CERTIFICATE OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: KAREN'S FABRICS, INC.
2. The name and address if the registered agent and office is:

ERIC LIPSON
(Name)

2835 South Fletcher Avenue

(P. O. Box not acceptable)

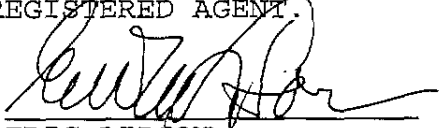
Fernandina Beach, FL 32034
(City/State/Zip)

Signature 
(corporate officer)

Title INCORPORATOR

Date June 17, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 
ERIC LIPSON

Date: June 15, 2005

Registered Agent Filing Fee: \$35.00

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