

P95000019025

Miami, March 02, 1995


Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find Articles of Incorporation for R/M Fabric's Depot Inc.
and a check for \$122.50 payable to the Secretary of State for the filing fees.

We will like to start operations at soon as possible and will appreciate
your sending to my address the corresponding approval documents.

Yours sincerely,


Miguel Palmero
911 E Ponce De Leon Blvd. #404
Coral Gables, Fla. 33134

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

We the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of said State providing for the formation, rights, privileges and immunities of a corporation for profit

ARTICLE I

The name of the corporation shall be:

R/M FABRIC'S DEPOT INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as a natural person could do, viz:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The amount of total authorized capital stock of the corporation shall be one hundred (100) shares of common stock with a par value of one dollar (\$1.00) each.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least the minimum amount permitted from time to time by the laws of the State of Florida.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 11686 N.W. 7th Ave. Miami, Fla. 33150, with the privilege, however, of having branch offices and places of business at any other place or places, within or without the State of Florida, or in foreign countries

ARTICLE VII

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

Pursuant to the Florida statutes pertaining thereto, the above named corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the County of Dade, State of Florida, has named Miguel Palmero located at 911 E. Ponce De Leon Blvd. #404, Coral Gables, Fla. 33134, County of Dade, State of Florida, as its agent to accept service of process withing the State

ARTICLE VIII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need to be a stockholder

ARTICLE IX

The name and addresses of the first Board of Directors of the corporation who, subject to the provisions of these Articles of Incorporation, the by-laws and general corporation laws of the State of Florida, shall hold office until their successors have been elected and qualified are

NAME AND ADDRESS

Miguel Palmero
911 E Ponce De Leon Blvd #404
Coral Gables, Fla. 33134

Ray Garcia
11686 N.W. 7th Ave
Miami, Fla. 33150

ARTICLE X


The names and addresses of each subscriber of the Articles of incorporation are

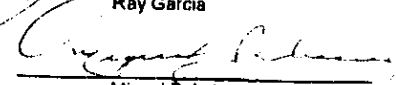
Ray Garcia, President
11686 N.W. 7th Ave.
Miami, Fla. 33150

Miguel Palmero, Secretary, Treasurer
911 E Ponce De Leon Blvd. #404
Coral Gables, Fla. 33134

The corporation shall at all times have the corporate powers presently given to corporations by the Statutes of the State of Florida and, it shall have such further powers as from time to time hereafter are given to corporations by the Statutes of the State of Florida

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of incorporation on the 02 day of March, 19 95



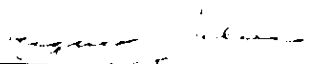
Ray Garcia


Miguel Palmero

ACCEPTANCE OF DESIGNATION AS AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate included in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Dated this 02 day of March, 19 95

By 

Resident Agent