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MICHAEL A. ROSEN

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April 20, 1995

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

Attn: Division of Corporations

Re: Palm Club Embroidery, Inc.

Dear Sir:

Enclosed are:

1. An original and one copy of the Articles of Incorporation of Palm Club Embroidery, Inc.
2. A check in the amount of \$122.50 as payment for the filing fees, charter tax, certified copy of the Articles of Incorporation and designation of registered agent.

Please record and file the original Articles of Incorporation and the designation of registered agent. Certify the copy of the Articles and return it to me. I will appreciate your cooperation in this matter.

Sincerely yours,



Michael A. Rosen

MAR:ng

Enclosures

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FILED
95 APR 26 PM 3:22
TALLAHASSEE, FL

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EFFECTIVE DATE
4/26/95

FILED

ARTICLES OF INCORPORATION
OF
PALM CLUB EMBROIDERY, INC.

95
MAR 24 1995
FILED
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is PALM CLUB EMBROIDERY, INC., and the corporation's initial mailing address is 10761 N.W. 89th Avenue, Hialeah Gardens, FL 33016.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10761 N.W. 89th Avenue, Hialeah Gardens, FL 33016, and the name of the initial registered agent of this corporation at that address is Lester A. Rock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director

EFFECTIVE DATE

2/20/95

initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Lester A. Rock

10761 N.W. 89th Avenue
Hialeah Gardens, FL 33016

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: LESTER A. ROCK, 10761 N.W. 89th Avenue, Hialeah Gardens, FL 33016.

ARTICLE VIII. AMENDMENTS

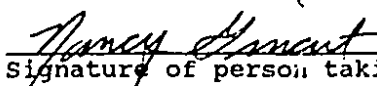
These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 20 day of April, 1995.


LESTER A. ROCK

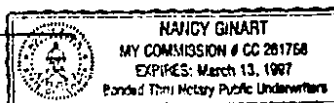
STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of April, 1995, by LESTER A. ROCK, (who is personally known to me) or who has produced (type of identification) as identification and who did not take an oath.



Signature of person taking acknowledgment

Nancy Ginart
Name of acknowledger typed, printed or stamped

Notary Public
Title or rank



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR PALM CLUB EMBROIDERY, INC., AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES PELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
DATE 9/20/95

Rock3021.27

FILED
95 APR 24 PM 3:24
SECTION 2, FLOIDA
TALLAHASSEE, FLORIDA