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September 6, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: FABRIC WAREHOUSE, INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation of Fabric Warehouse, Inc. ("Articles"). Also enclosed is a check in the amount of \$122.50 to cover the filing fees, designation of Registered Agent and certified copy. At your earliest convenience, please file the Articles and return the certified copy to the undersigned in the stamped, pre-addressed envelope provided.

Thank you for your cooperation in this matter. Should you have any questions, please call the undersigned directly at (305)944-8589.

Very truly yours,

Bernard Morrison
Bernard Morrison

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Enclosures

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ARTICLES OF INCORPORATION
OR
FABRIC WAREHOUSE, INC.

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ARTICLE I - NAME

The name of the corporation is Fabric Warehouse, Inc.,
(hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation and
the mailing address of the Corporation are 1200 N.E. Miami
Gardens Drive, Suite 913, North Miami Beach, Florida 33179.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is
authorized to issue 1,000 shares of Common Stock, all of which
are to have a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the
Corporation is 1200 N.E. Miami Gardens Drive, Suite 913,
North Miami Beach, Florida 33179; and the name of the initial
registered agent of the Corporation at that address is
Bernard Morrison.

ARTICLE V - INCORPORATOR

The name and address of the person filing these Articles of
Incorporation is Bernard Morrison, 1200 N.E. Miami Gardens Drive,
Suite 913, North Miami Beach, Florida 33179.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of this Corporation is Bernard Morrison, 1200 N.E. Miami Gardens Drive, Suite 913, North Miami Beach, Florida 33179.

ARTICLE VII - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawfull business for corporations organized under the Florida Business Corporation Act.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 6, 1995.



BERNARD MORRISON
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned, having been appointed as the registered agent of Fabric Warehouse, Inc. in the foregoing Articles of Incorporation, accepts such appointment and acknowledges that he is familiar with, and accepts, the obligations of such position, including those set forth in Section 607.0501 of the Florida Statutes.



Bernard Morrison
Registered Agent