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September 6, 1995

VIA FEDERAL EXPRESS

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

SEP 11 1995  
FEDERAL EXPRESS  
TALLAHASSEE, FL 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

bm  
Enclosures

FILED  
SEP 11 1995  
TALLAHASSEE, FL 32399

SAB  
9/11/95

ARTICLES OF INCORPORATION  
OF  
FABRIC WAREHOUSE, INC.

FILED  
15-0-1-10-11

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

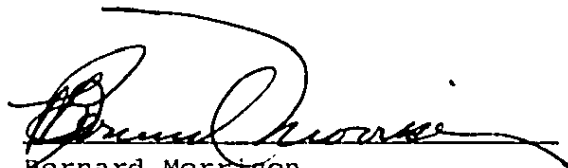
This Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law.

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

FILED  
55-57-1-13-14