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CLAY COLSON, P.A.

201 South Westland Avenue
Post Office Box 520296
Tampa, Florida 33679-2296

R. Clay Colson
Attorney At Law

Tel: (813) 251-6660
Fax: (813) 254-6662

John W. MacKay
Of Counsel

September 5, 1995

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

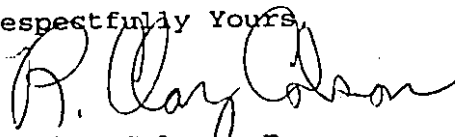
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****122.50 ****122.50

Re: Filing of New Corporation

Dear Madam/Sir,

Please find enclosed an original and copy of the Articles of Incorporation for a new Florida corporation. Also, please find enclosed a check for \$122.50 payable to the Secretary of State of Florida. Please file same and return the necessary information.

Respectfully Yours,


R. Clay Colson, Esq.

Encs.
RCC/dsm

R. CHESLER SEP 13 1995

FILED
1995 SEP -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE SEW SHOPPE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **THE SEW SHOPPE, INC.** The principal place of business of this corporation shall be 129 East Bloomingdale Avenue, Brandon, Florida 33511. The mailing address of the corporation will be 129 East Bloomingdale Avenue, Brandon, Florida 33511.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in every aspect of the business of sewing and retail sales to the public.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of common shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock having \$1 par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 129 East Bloomingdale Avenue, Brandon, Florida 33511. The name of the initial registered agent of the corporation is Annette Wlazik, 3824 Treadway Drive, Valrico, Florida 33594.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, initially. The names and addresses of the initial member(s) of the Board of Directors are:

Susana M. Mueller, Chairman
2506 Oak Landing Drive
Brandon, Florida 33511

Annette Wlazik
3824 Treadway Drive
Valrico, Florida 33594


ARTICLE VII. INCORPORATOR

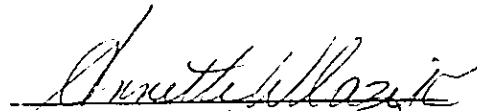
The name and address of the incorporators to these Articles of Incorporation are:

Susana M. Mueller, Chairman
2506 Oak Landing Drive
Brandon, Florida 33511

Annette Wlazik
3824 Treadway Drive
Valrico, Florida 33594

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on this 5th day of September, 1995.


Susana M. Mueller


Annette Wlazik

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, on this day personally appeared Susana M. Mueller and Annette Wlazik, who are personally known to me or whom have produced Florida driver's licenses _____, and who being first duly sworn by oath, depose and say that they have read the foregoing, know the contents thereof, and that the same is true and correct.

DATED this 05 day of September, 1995.



JOHN W. MACKAY
My Comm Exp. 6-11-96
Bonded By Service Ins
No. CC207855
|| Personally Known || Other & D.

Notary Public

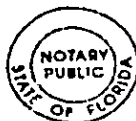
(Notarial Seal).

My commission expires:

I, ANNETTE WLAZIK, 3824 Treadway Drive, Valrico, Florida 33594 do hereby accept appointment as Registered Agent of **THE SEW SHOPPE, INC**, together with the duties and responsibilities attaching to such appointment.

Annette Wlazik
Annette Wlazik

SWORN TO AND SUBSCRIBED before me this 05 day of September, 1995.



JOHN W. MACKAY
My Comm Exp. 6-11-96
Bonded By Service Ins
No. CC207855
|| Personally Known || Other & D.

Notary Public
State of Florida