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Garrabrants & Diskey, P.A.

Attorneys at Law

6008 Main Street
New Port Richey, Florida 34653

Edson L. Garrabrants, Jr., Esq.
Daniel D. Diskey, Esq.
D. Keith Hammond, Esq.

February 6, 1996

(813) 842-2702
Fax no. (813) 841-9232

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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RE: Sew Devine, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Sew Devine, Inc., together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$122.50 to cover the following fees and tax:

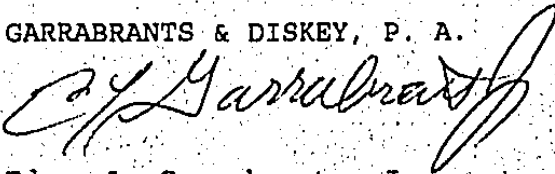
1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copies of Articles of Incorporation

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Sincerely,

GARRABRANTS & DISKEY, P. A.



Edson L. Garrabrants, Jr.

ELG/ds
enc.

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 96 FEB 12 1110:59

OF
SEW DIVINE, INC.

ARTICLE I - NAME

The name of this Corporation is SEW DIVINE, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This Corporation is organized to include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 14130 7th Street, Dade City, Florida and the name of the initial registered agent of this Corporation at that address is KATHLEEN P. McNATT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The

names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Kathleen P. McNatt	P.O. Box 2245 Dade City, FL 33526
William E. McNatt	P.O. Box 2245 Dade City, FL 33526

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are: Kathleen P. McNatt, P.O. Box 2245, Dade City, FL 33526.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of the corporation will be at:
14130 7th Street, Dade City, Florida

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of January, 1996.


KATHLEEN P. McNATT

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 26th day of January, 1996 by KATHLEEN P. McNATT, who is personally known to me or who has produced a driver's license or a non-driver's I.D. issued by a state of the United States as identification and who took an oath.



(Signature)
(Printed Name)
(Title)



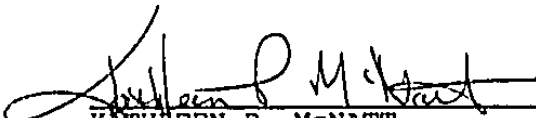
EDSON L. GARRABRANTS, JR.
MY COMMISSION # CC384522 EXPIRES
By 30, 1998
BONDED THRU TROY FARM INSURANCE, INC

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, SEW DIVINE, INC., desiring to organize under the laws of the State of Florida, hereby designates KATHLEEN P. McNATT, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(3) relative to maintaining an office for the service of process.


KATHLEEN P. McNATT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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