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February 22, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: EMBROIDERY CORPORATION OF AMERICA, INC.

Dear Sir/Madam:

200001724942
-02/27/96--01054--002
***122.50 ***122.50

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 1654 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me.

If, for any reason, the enclosed documents are insufficient to issue a charter for the proposed corporation, PLEASE CALL ME COLLECT.

Sincerely,

Kimberly B. Forseth
for:
RICHARD B. SABRA, ESQ.

RBS/kh
Encls.

FEB 27 1996 DSB

cc: Embroidery Corporation of America, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EMBROIDERY CORPORATION OF AMERICA, INC.

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is EMBROIDERY CORPORATION OF AMERICA, INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 1500 S.E. Village Green Drive, Port St. Lucie, Florida 34952. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is RICHARD B. SABRA, ESQ., 4330 Sherdian Street, Suite 202B, Hollywood, Florida 33021.

Article VII - Incorporator

The name and address of the incorporator is: EDWARD MILANO, 1514 S.E. Village Green Drive, Port St. Lucie, Florida 34952.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day of February, 1996.

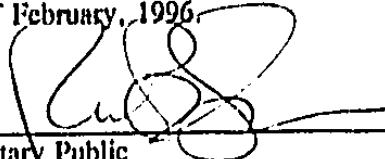


EDWARD MILANO

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared EDWARD MILANO, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 21 day of February, 1996.



Notary Public

My Commission Expires:



(SEAL)
RICHARD B. SABRA
MY COMMISSION # CC385994 EXPIRES
August 21, 1998
BONDED THRU TRIP PAID INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of EMBROIDERY CORPORATION OF AMERICA, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 21 day of February, 1996



RICHARD B. SABRA, ESQ.