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7/30/96  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: FABRICS R US, INC.  
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**ARTICLES OF INCORPORATION**

**OF**

**FABRICS R. UN, INC.**

The undersigned, in order to form a corporation for the purposes stated below, under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation is:

**Fabrics R Un, inc.**

**ARTICLE II. PURPOSES**

The general nature of the business to be transacted by this corporation is as follows: Textiles converting

To conduct its business and all its branches in the State of Florida, or in any other State or territories of the United States, District of Columbia, and the dependencies of the United States or in foreign countries as authorized by law, necessary to carry on the business of this corporation, or to promote any of the reasons for which the corporation is formed.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objective expressed above.

**ARTICLE III. SHARES**

The maximum number of shares of stock that is authorized to be issued at any time is 5,000 shs of \$1 par value. It will initially issue 100 shs to Judyth P. Levy.

Vivian Beck  
Intercontinental Business Management, Inc.  
1390 N.E. 162nd ST. # B  
N. Miami Bch., FL 33162  
(305) 948-8777

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The shares of stock may be paid for in money, property, labor or services actually performed for the corporation, at a value to be fixed by the Stockholder and/or Directors.

**ARTICLE IV. DURATION**

This corporation shall have perpetual existence.

**ARTICLE V. REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is:

Judyth P. Levy, 19411 N.E. 18th Place, North Miami Beach, Florida 33179.

**ARTICLE VI. OFFICERS**

This corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and/or agents as it may deem necessary. All officers and agents will have powers and duties as stated in the By-Laws. The same person may hold two or more offices. At this time Judyth P. Levy will be President, Secretary and Treasurer.

**ARTICLE VII. INCORPORATOR**

The name and address of the person signing these articles is Judyth P. Levy, 19411 N.E. 18th place, North Miami Beach, Florida 33179.

**ARTICLE VIII. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation, at the present time, shall be:

19411 N.E. 18th place, North Miami Beach, Florida 33179

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The undersigned incorporator(s) has(have) executed these Article of  
Incorporation this 20th day of July, 1996.

x Judyth P. Levy  
Incorporator, Judyth P. Levy

This document was prepared by:

Vivian Beck  
Intercontinental Business  
Management, Inc.  
1390 N.E. 162nd Street-Suite B  
North Miami Beach, FL 33162  
(305) 948-8777

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0901, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Fabrica R Us, Inc.

2. The name and address of the registered agent and office is:

Judyth P. Levy  
19411 N.E. 18th place  
North Miami Beach, FL 33179

Having been named as registered agent and to accept service of  
process for the above stated corporation at the place designated in  
this certificate, I hereby accept the appointment as registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

  
JUDYTH P. LEVY

Date 7/30/96

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