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FILED

96 AUG 29 PM 3:49

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

August 27, 1996

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

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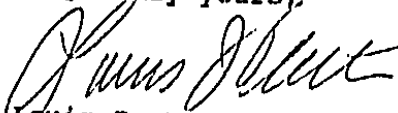
Re: The Embroidery Factory, Inc.

Gentlemen:

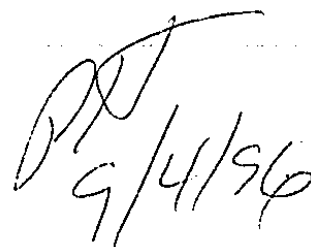
Enclosed please find Articles of Incorporation in duplicate for the above-captioned corporation, together with my trust account check in the sum of \$122.50 to cover the filing fee, certified copy of Charter, and Registered Agent fee.

Kindly return a certified copy of the Articles to me. Thank you.

Very truly yours,


Louis J. Pleeter

LJP/co
Encs.
File T-1037/C



ARTICLES OF INCORPORATION
OF
THE EMBROIDERY FACTORY, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

THE EMBROIDERY FACTORY, INC.

The address of the principal office of this corporation shall be 531 Burgandy L, Delray Beach, Florida 33484, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 531 Burgandy L, Delray Beach, Florida 33484, and the name of the initial registered agent of this corporation at that address is STUART POSSNER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

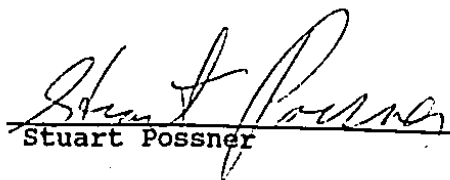
STUART POSSNER
531 Burgandy L
Delray Beach, FL 33484

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 22nd day of August, 1996.


Stuart Possner (SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties, and I accept the duties and
obligations of Section 607.325 Florida Statutes.


Stuart Possner