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COMPREHENSIVE
BUSINESS SERVICES

PEDRO P. DELGADO
CERTIFIED PUBLIC ACCOUNTANT

1320 SOUTH DIXIE HIGHWAY, SUITE 220

CORAL GABLES, FLORIDA 33146

TEL. 305/661-7870
FAX 305/661-0010

FILED
96 NOV -4 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tue Oct 22, 1996

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****70.00 ****70.00

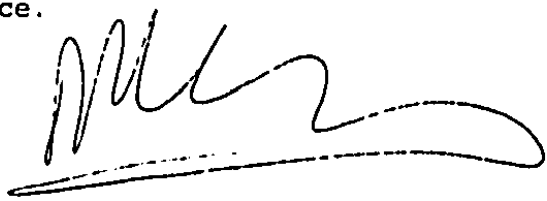
Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32314

Re: UNITED TEXTILE CORPORATION

Enclosed are original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$70.00 representing the filing fee.

Please forward the certified copy of the charter to the undersigned upon issuance.

Sincerely,



Pedro P. Delgado,
Certified Public Accountant

/wp

11-7-96

ARTICLES OF INCORPORATION
OF
UNITED TEXTILE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of a natural person competent to contract, and executes the same for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is UNITED TEXTILE CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as capital.

ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

1320 S DIXIE HIGHWAY, STE 214 CORAL GABLES, FL 33146

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

BRIAN HALPERN, PRESIDENT
1280 S Alhambra Circle, #2216
Coral Gables, Fl 33146

ARTICLE X - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are) :

BRIAN HALPERN, 500 SHARES, \$500.00 CONSIDERATION.


The street address of the above subscriber(s) is(are) :

1280 S Alhambra Circle, #2216, Coral Gables, Fl 33146

ARTICLE XI - INITIAL REGISTERED AGENT

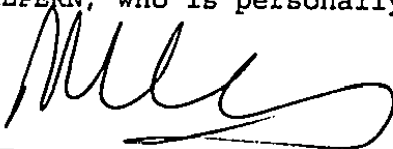
Pursuant to Florida Statue 607.114, UNITED TEXTILE CORPORATION with its principal office at 1320 S Dixie Hwy., Ste 214, Coral Gables, Fl 33146 named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, Fl 33146.

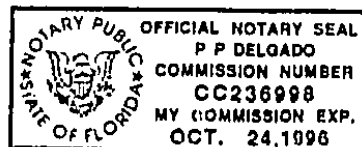
IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Tue Oct 22, 1996.

 (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this Tue Oct 22, 1996, by BRIAN HALPERN, who is personally known to me and who did not take an oath.



NOTARY PUBLIC, State of Florida at Large
Pedro P. Delgado
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MY BE SERVED

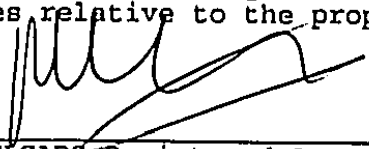
IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--That UNITED TEXTILE CORPORATION desiring to organize or
qualify under the Laws of the State of Florida, with its
principal place of business at City of Coral Gables, State of
Florida, has named PEDRO P. DELGADO, C.P.A., located at 1320
South Dixie Highway, Suite 220, Coral Gables, Fl 33146, as its
agent to accept service of process within Florida.


BRIAN HALPERN
TITLE PRESIDENT
DATE Tue Oct 22, 1996

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FILED
TALAMASSEE
SECRET
LOUISIANA

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.


PEDRO P. DELGADO-Registered Agent
DATE Tue Oct 22, 1996