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Profit NonProfit Limited Liability Domestication	AMENDMENT Amendment Resignation of R.A., Change of Registered Dissolution/Withdra	Officer/ Director	0000021 -05/06/9 ****122	66650——8 7:-01011016 .50 ****122.50
Other OTHER FILINGS Annual Report	Merger REGISTRAT QUALIFICA Foreign	TION		
Fictitious Name Name Reservation	Limited Partnership Reinstatement Trademark	P. 44-	MAY 7	- 1997

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the Corporation is:

ELIZABETH'S HOUSE OF FABRICS, INC

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful in retailing to the public.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1,00 par value Common Stock which shall be designated Common Shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sales of cash of any new stock of this Corporation shall have the right to purchase the 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 8906 S. US 1 Highway, Port St. Lucie, FL 34952.

The name of the initial registered agent of this Corporation at the above address is Andre Marais.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:

ADDRESS:

Elizabeth D. Jones .

2299 Abcor Road

President

Port St. Lucie, FL 34952

Sharon M. Schultz

240 S.E. Todd Ave

Vice President

Port St. Lucie, FL 34982

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091 Florida Statutes, the following is submitted:

First -

The (Name of Corporation)

ELIZABETH'S HOUSE OF FABRICS, INC.

Legal Address - 8906 S. US 1 Highway, Port St. Lucie, FL 34952

Desiring to organize or quality under the laws of the State of Florida with its Principle place of business at city of

(City) of Port St. Lucie, FL

State of Florida has named Andre Marais

(Name Resident Agent)

Located at 10014 Boynton Place Circle, Boynton Beach, FL 33437

State of Florida as its agent to accept service of process within Florida.

SIGNATURE: &

CORPORATE OFFICER

TITLE:

PRESIDENT

DATED:

MAY !st, 1997

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 CAPICITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: Macach (Resident Agent)

DATE: May 1St, 1997

ARTICLE V111 - INCORPORATIONS

The name and address of each person signing these articles is:

NAME:

ADDRESS:

Elizabeth D. Jones .

2299 Abcor Road

President

Port St. Lucie, FL 34952

Sharon M. Schultz

240 S.E. Todd Ave,

Vice President

Port St. Lucie, FL 34982

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnity 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 provision contained in these articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation on this 1st day of May, 1997.

SUBSCRIBER

SUBSCRIBER

STATE OF FLORIDA COUNTY OF ST. LUCIE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

ANDRE MARAIS

BE AND KNOWN BY ME THE PERSONS WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 1st DAY OF MAY, 1997.

Jeane Listan zewaki NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES

4-16-48



DIANE D. LASKARZEWSKI
ANY COMMISSION # CC363136 EXPIRES
April 10, 1998
BONDED THU THOY FAIN DISURANCE, INC.