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ACCOUNT NO. : 072100000032

REFERENCE : 573726 80891A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 22, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 573726-010

CUSTOMER NO: 80891A

CUSTOMER: Robert C. Bishop, Esq
KUTCHINS BISHOP & SCHUTLZ, PA

P. O. Box 1063

Oldsmar, FL 34677

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-10/22/97--01079--014
****122.50 ****122.50

DOMESTIC FILING

NAME: CLEARWATER SEWING CENTER, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
97 OCT 22 PM 1:49
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 22 PM 12:14
DIVISION OF CORPORATION

SN OCT 22 1997

ARTICLES OF INCORPORATION **FILED**
OF
97 OCT 22 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CLEARWATER SEWING CENTER, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms
a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

CLEARWATER SEWING CENTER, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

26230 U.S. Highway 19 North
Clearwater, FL 33761

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this
Corporation is to do any and all legal acts as permitted under the laws of the
United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized
to have outstanding at any time is 7500 shares of voting common stock, each

having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
Robert C. Bishop, Esq.	3974 Tampa Road Oldsmar, FL 34677

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member:

NAME	ADDRESS
Sharon Painter	26230 U.S. Highway 19 North Clearwater, FL 33761

ARTICLE VIII - INCORPORATOR


The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Sharon Painter	26230 U.S. Highway 19 North Clearwater, FL 33761

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

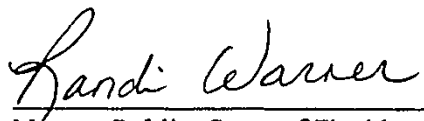
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of October, 1997.


SHARON PAINTER, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared and personally known to me, SHARON PAINTER, who acknowledged to me that she 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 24 day of October, 1997.


Notary Public, State of Florida

My Commission Expires:



Randi Warner
My Commission CC584068
Expires Sep. 10, 2000

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: CLEARWATER SEWING CENTER, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 26230 U.S. Highway 19 North, Clearwater, Florida, 33761, County of Pinellas, State of Florida, and names Robert C. Bishop, Esq., 3974 Tampa Road, Oldsmar, Florida

Kutchins, Bishop & Schultz P.A.
Attorneys & Counselors at Law

3974 TAMPA ROAD

P.O. BOX 1063

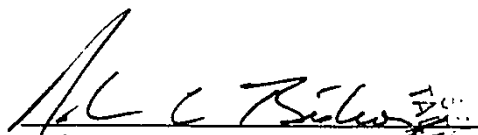
OLDSMAR, FLORIDA 34677

(813) 855-4663

34677, County of Pinellas, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Robert C. Bishop, Registered Agent

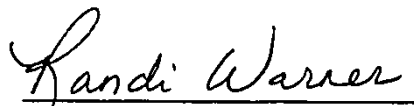
Filing Fee: \$122.50

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared ROBERT C. BISHOP who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 21 day of October, 1997.


Notary Public, State of Florida

My commission expires:



Randi Warner
My Comm. CCJ84080
Expires: 10, 2000