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NAME: ANNELE'S NEEDLEWORKS, INC.

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ARTICLES OF INCORPORATION

OF

ANNEKE'S NEEDLEWORKS, INC.

The undersigned incorporator, with the intent of creating a corporation under the laws of the State of Florida, and pursuant to Florida Statutes Chapter 607, does hereby set forth the following Articles of Incorporation and state as follows:

Article One

The name of this corporation shall be:

ANNEKE'S NEEDLEWORKS, INC.

Article Two

This corporation is to have perpetual existence.

Article Three

The general purpose for which this corporation has been initially organized shall include, without limitation, the transaction of any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607.

Article Four

The corporation is authorized to issue One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

Article Five

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

RUSSELL GEIGER

Russell Geiger, Esquire
Fla. Bar No.: 843857
328 Minorca Avenue
Coral Gables, FL 33134
(305) 446-7674

REGISTERED OFFICE

328 Minorca Avenue
Coral Gables, Florida 33134

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Article Six

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, pursuant to the by-laws of the corporation, but in no event shall there be less than one director. The names and addresses of the persons comprising the initial board of directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ANNEKE NAPP, President	5851 Sunset Drive South Miami, Florida 33143

Article Seven

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RUSSELL GEIGER	328 Minorca Avenue Coral Gables, FL 33134

Article Eight

In addition to the powers herein conferred upon the corporation, the corporation shall also have the following rights and powers:

1. The corporation may from time to time determine whether, to what extent, at what times and places, and under what conditions and regulations, the accounts and books of the corporation shall be open to inspection by the shareholders. No shareholder shall have any right to inspect such books or accounts except to the extent

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such right is conferred by statute, or unless authorized by a resolution of the board of directors.

2. The corporation may in its by-laws confer powers upon its board of directors or officers, in addition to the foregoing and in addition to those powers expressly conferred by statute.

3. Both the shareholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of the corporation outside the State of Florida, at such places as may from time to time be designated by the board of directors, all of the foregoing subject to the provisions of Florida law.

4. Any rights conferred upon the shareholders of the corporation hereby are subject to and limited by the corporations right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation.

Article Nine

The principal place of business of the corporation shall be at 5851 Sunset Drive, South Miami, Florida 33143.

THE UNDERSIGNED incorporator hereby declares that the facts contained in the foregoing Articles of Incorporation are true and correct and has hereunto set her hand and seal this 12th day of January, 1998.



RUSSELL GEIGER

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

SS:

Before me, an officer authorized to administer oaths in the State and County aforesaid, personally appeared RUSSELL GEIGER, who acknowledged before me that he is the party who executed the foregoing Articles of Incorporation, for the purposes stated therein, this 12th day of January, 1998.



My Commission Expires

Barbara M. Otero
NOTARY PUBLIC, State of Florida
at Large

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act.

First-That ANNEKE'S NEEDLEWORKS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of South Miami, County of Miami-Dade, State of Florida has named RUSSELL GEIGER, located at 328 Minorca Avenue, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

Russell Geiger
RUSSELL GEIGER

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