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Charter Number Only

FILED
98 FEB 11 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/10/98 Janet

Comprehensive Business Service
Requestor's Name
10651 W. Kendall Drive #201
Address
Miami FL 33176
City State ZIP Phone
273-8588

VALIDATION ONLY

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-02/11/98--01007--024
****122.50 ****122.50

CORPORATION(S) NAME

continental sewing Machines &
Parts corp.

| | | |
|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

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|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

K. Rolfe FEB 11 1998

certified copy

RECEIVED
98 FEB 11 AM 9:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

CONTINENTAL SEWING MACHINES & PARTS CORP.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is CONTINENTAL SEWING MACHINES & PARTS CORP.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one Thousand (1,000), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

1998 SW 175 Avenue
Miramar, FL 33029

The name of the registered agent of such address is:

Marcio F. Martins

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

1998 SW 175 Avenue
Miramar, FL 33029

ARTICLE VIII

The initial Board of Directors of the Corporation shall be one (1) director. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Marcio F. Martins
1998 SW 175 Avenue
Miramar, FL 33029

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Marcio F. Martins
1998 SW 175 Avenue
Miramar, FL 33029

President, Secretary

ARTICLE XI

The name and address of the incorporator of this Corporation is:

Marcio F. Martins
1998 SW 175 Avenue
Miramar, FL 33029

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Marcio F. Martins
1998 SW 175 Avenue
Miramar, FL 33029


1000 Shares or 100%

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of February 1998.

Signature: _____



MARCIO F. MARTINS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **CONTINENTAL SEWING MACHINES & PARTS CORP.**

2. The name and address of the registered agent are:

Marcio F. Martins
1998 SW 175 Avenue
Miramar, FL 33029

SIGNATURE: _____

TITLE: _____

DATE: _____

PRESIDENT

2/6/98

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Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE: _____

DATE: _____

2/6/98