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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: TOP STITCH DESIGNS, INC.
AUDIT NUMBER.....H98000004890
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION

OF

TOP STITCH DESIGNS, INC.

**ARTICLE I
NAME**

The name of this Corporation is Top Stitch Designs, Inc.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312 and the name of the initial Registered Agent at that address is Richard L. Blinderman.

**ARTICLE V
DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is Phillip Breakwell located at 5733 N.W. 159th Street, Miami Lakes, Florida 33014.

RICHARD L. BLINDERMAN, ESQ.
FLORIDA BAR NO. 304301
BECKER & POLIAKOFF, P.A.
3111 STIRLING ROAD
FORT LAUDERDALE, FLORIDA 33312
954-985-4181

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**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator of this Corporation is Richard I. Blinderman located at 3111 Stirling Road, Fort Lauderdale, Florida 33312.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of this Corporation is 5733 N.W. 159th Street, Miami Lakes, Florida 33014.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
DURATION**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

**ARTICLE X
REIMBURSEMENT; RATIFICATION**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned Incorporator. The Corporation further authorizes its Directors to reimburse such Incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for all expenses incurred in the organization and formation of the Corporation.

**ARTICLE XI
RIGHT TO AMEND**

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of March, 1998.


Richard I. Blinderman, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Richard I. Blinderman

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