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April 7, 1998

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

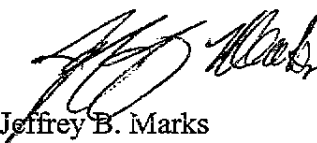
Re: The Fabric and Sewing Center, Inc.

Dear Ladies and Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation to be filed, together with our check in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles to me as soon as possible. Thank you.

Sincerely,

RYAN AND MARKS


Jeffrey B. Marks

JBW/sds
Enclosures

FILED
98 APR -9 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FABRIC AND SEWING CENTER, INC.
A FLORIDA CORPORATION FOR PROFIT

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

INDEX

Article I.	Name.
Article II.	Principal Office.
Article III.	Capital Stock.
Article IV.	Term of Existence.
Article V.	Officers and Directors.
Article VI.	Incorporator(s).
Article VII.	Designation of Registered Agent and Registered Office.
Article VIII.	Notices.
Article IX.	By-laws.
Article X.	Purpose and Powers of This Corporation.
Article XI.	Pre-emptive Rights.
Article XII.	Amendments.
Article XIII.	Taxation.
Article XIV.	Indemnification.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be THE FABRIC AND SEWING CENTER, INC., a Florida corporation for profit.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be 1238
Timberland Trail, Altamonte Springs, Florida 32714.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have
outstanding at any one time is: 1,000 shares of common, voting stock at \$1.00 par value.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this corporation begins as of the time that these Articles are accepted
for filing by the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE V
OFFICERS AND DIRECTORS**

The Board of Directors of this corporation must consist of one or more individuals.
The names and street addresses of the initial officers and directors, if any, who shall hold
office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

NAME AND ADDRESS

President and Director

Melinda A. Geist
1238 Timberland Trail
Altamonte Springs, Florida 32714

Vice President, Secretary,
Treasurer and Director

Steven L. Geist
1238 Timberland Trail
Altamonte Springs, Florida 32714

**ARTICLE VI
INCORPORATOR**

The names and street addresses of the incorporators to these Articles of Incorporation are:

Melinda A. Geist
1238 Timberland Trail
Altamonte Springs, Florida 32714

Steven L. Geist
1238 Timberland Trail
Altamonte Springs, Florida 32714

**ARTICLE VII
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and registered office for this corporation are:

Steven L. Geist
1238 Timberland Trail
Altamonte Springs, Florida 32714

**ARTICLE VIII
NOTICES**

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

**ARTICLE IX
BY-LAWS**

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X
PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII
AMENDMENTS

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

ARTICLE XIII
TAXATION

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

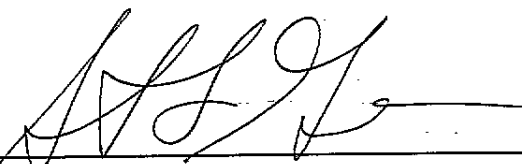
The undersigned incorporators have executed these Articles of Incorporation this 7th day of April, 1998.


Melinda A. Geist


Steven L. Geist

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Steven L. Geist, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Steven L. Geist

Date: April 7, 1998

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