

P98000051185  
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Richard D. DeBoest, Jr.  
Thomas M. Dryden \*  
Arthur K. Knudsen, Jr.  
William E. Stockman  
Tamela E. Wiseman

Please Reply To:  
Fort Myers Office

\* Also Licensed in Georgia  
Board Certified Florida Bar Real Estate  
Board Certified Creditor's Rights - CLLA

June 4, 1998

VIA FEDERAL EXPRESS

Secretary of State  
State of Florida - Corporate Division  
409 E. Gains Street  
Tallahassee, Florida 32399

500002549035-5  
-06/05/98-01075-012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Classic Sewing Center, Inc.

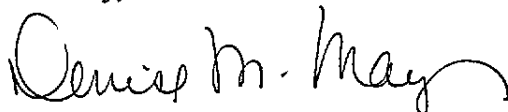
To Whom It May Concern:

Enclosed please find Articles of Incorporation for Classic Sewing Center, Inc. I also enclose our firm's check payable to the Secretary of State in the sum of \$122.50 with which to pay the filing fees for the Articles.

Please forward the certificate of incorporation and certified articles to my attention at the above address.

Thank you.

Sincerely,



Denise M. May, Legal Assistant to  
Thomas M. Dryden, P.A.

:dmm  
Encls.

APPROVED  
AND  
FILED  
98 JUN -5 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CLASSIC SEWING CENTER, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be CLASSIC SEWING CENTER, INC. The principal place of business of this corporation shall be 2205 Broadway, Fort Myers, Florida 33901.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 2205 Broadway, Fort Myers, Florida 33901 and the name of the initial registered agent of the corporation at that address is DALE L. LERCH. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporations is: DALE L. LERCH, 2205 Broadway, Fort Myers, Florida 33901.

98 JUN -5 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII. PREEMPTIVE RIGHTS

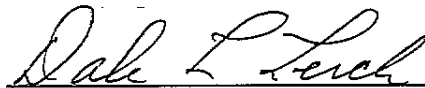
Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

The undersigned incorporator has signed these Articles of Incorporation on this 4 day of June, 1998.



Dale L. Lerch, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law

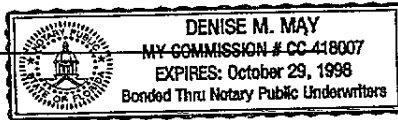
STATE OF FLORIDA  
COUNTY OF LEE

Before me personally appeared **DALE L. LERCH**, well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed.

Witness my hand and official seal this 4 day of June, 1998.

Denise M. May  
Notary Public

My commission expires:



[SEAL]

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA