

CHERYL CREASON, EA
ENROLLED AGENT

P98000068977
Abacus Business & Tax Services, Inc.

MEMBER:
NAEA
NSPA
FSATP

EIN: 59-3144957

105 SEVENTH AVE. N.E. • RUSKIN, FL 33570 • (813) 645-4000

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July 30, 1998

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

RE: Heirloom Embroidery & Apparel, Inc.

Gentlemen:

I enclose an original of the Articles of Incorporation for the
above named corporation and a check in the amount of \$70.00 as filing
fees for such.

Please return your notice of filing to:

Cheryl Creason, EA
Abacus Business & Tax
105 Seventh Ave. N.E.
Ruskin, Florida 33570

Sincerely,

Cheryl Creason

Cheryl A. Creason, EA

Enclosures (2)

Check for \$70.00 filing fee
Articles of Incorporation

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

HEIRLOOM EMBROIDERY & APPAREL, INC.

A Florida Corporation

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ARTICLE I NAME

The name of the Corporation is: HEIRLOOM EMBROIDERY & APPAREL, INC., a domestic corporation which is not a member of any affiliated group.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 15610 Colding Loop Road, Wimauma, Florida 33598.

The principal mailing address of this corporation shall be: P.O. Box 233 Lithia, Florida 33547.

ARTICLE III PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of custom embroidery services, both to the general public and wholesale businesses;
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and
3. To do such other things as are incidental to the foregoing or necessary in order to accomplish the foregoing.

The names and address of the Officers are as follows:

Name/Address:

TAMI BRYAN, President/Secretary
P.O. Box 233
Lithia, FL 33547

REYNOLDS BRYAN, Vice President/Treasurer
P.O. Box 233
Lithia, FL 33547

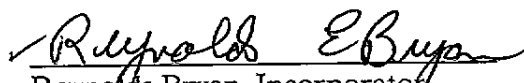
ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Reynolds Bryan, P.O. Box 233, Lithia, FL 33547.

ARTICLE VIII S CORP ELECTION AND SMALL BUSINESS CORPORATION

This corporation, until otherwise determined, shall operate as an S Corporation as authorized under section 1362 of the Internal Revenue code. Form 2553 will be duly completed and remitted to the Internal Revenue Service to activate this tax status.

The undersigned has executed these Articles of Incorporation this 28 day of July, 1998.


Reynolds Bryan, Incorporator

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000). Such shares shall be of one class, and shall have a par value of One Dollar (\$1.00) per share. All issued stock shall be held of record by not more than five (5) shareholders. Stock will be issued and transferred only to natural persons for money and other property.

ARTICLE V INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: Tami Bryan,
15610 Colding Loop Rd., Wimauma, Fl. 33598

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ARTICLE VI DIRECTORS AND OFFICERS

The initial Board of Directors and Officers of the Corporation shall consist of two (2) individuals, and the corporation shall, at all times, have no less than one (1) Director and Officer and no more than five (5) Directors at any one time.

The names and addresses of the first Board of Directors are as follows:

Name/Address:

TAMI BRYAN
P.O. Box 233
Lithia, FL 33547

REYNOLDS BRYAN
P.O. Box 233
Lithia, FL 33547

**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: Heirloom Embroidery & Apparel, Inc.

2. The name and address of the registered agent and office is: Tami Bryan,
15610 Golding Loop Rd., Wimauma, FL. 33598

Signature: _____

Title: _____

Date: _____

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: _____

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