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December 11, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Heavenly Threads, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$70.00 representing the fee to file the same. Please file the Articles and return one stamped copy to me at the above-address. Thank you for your assistance in this matter.

Respectfully,

Terrence F. Lenick

TFL:mcj
Enclosure

12/15

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98 DEC 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
HEAVENLY THREADS, INC.

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME

The name of this Corporation shall be HEAVENLY THREADS, INC.

ARTICLE II - DURATION AND PRINCIPAL OFFICE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law. The principal office is 6403 Morgan LaFee Lane, Fort Myers, Florida 33912, which shall be the corporation mailing address.

ARTICLE III - PURPOSE

The general purpose for which this corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to the operating of a clothier business. In carrying out the foregoing purposes, the Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE V - REGISTERED AGENT

The initial registered office of this Corporation shall be at 6403 Morgan LaFee Lane, Fort Myers, Florida 33912, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be JAMES R. McKINLEY.

ARTICLE VI - DIRECTORS

This Corporation shall have at least two (2) Directors, with the exact number to be fixed by the By-Laws. The name and address of the first Directors of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

James R. McKinley
6403 Morgan LaFee Lane
Fort Myers, Florida 33912

Mark Beach
6284 Mark Lane
Fort Myers, Florida 33912

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is James R. McKinley, 6403 Morgan LaFee Lane, Fort Myers, Florida 33912.

ARTICLE VIII - PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of December, 1998.

Signed, Sealed and Delivered
in the Presence of:

Sign Mary C Jennings
Print MARY C. JENNINGS

James R. McKinley
JAMES R. McKinley, Incorporator

Sign Terry L. LeVier
Print TERRY LEVIER

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

The foregoing Articles of Incorporation was acknowledged before me this 11 day of December, 1998 by James R. McKinley, who is personally known to me or has produced Florida Driver's License # _____ as identification and who did take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 11 day of December, 1998.

(SEAL ABOVE)

Mary C. Jennings

Notary Public, State of Florida
Commission No. _____

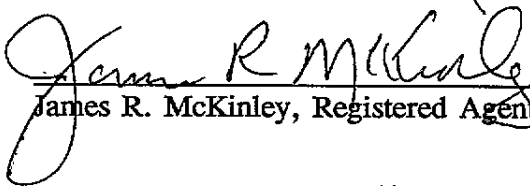


Commission # 00760020
Expires NOV. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

I, James R. McKinley, the Registered Agent appointed by the above and foregoing Articles of Incorporation, do hereby simultaneously accept such designation as Registered Agent for said Corporation and I do hereby further state that I am familiar with and accept the obligation provided for a Registered Agent in Chapters 607.0501 and 607.0505 of the Florida Statutes.

DATED this 11th day of December, 1998.


James R. McKinley, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA