

MARKS AND MARKS, L.L.C.
ATTORNEYS AT LAW

SEYMOUR MARKS
ROGER MARKS
*ALSO ADMITTED IN NEW JERSEY
AND DISTRICT OF COLUMBIA

FILED
FEB-9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMPIRE STATE BUILDING
350 FIFTH AVENUE
SUITE 2520
NEW YORK, N.Y. 10118-2520
TELEPHONE (212) 564-9515
TELECOPIER (212) 629-5759

P99 0000 13678

February 5, 1999

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

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Re: Articles of Incorporation of
T-Text International, Inc.

Dear Sirs:

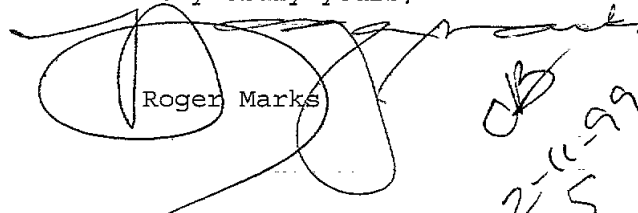
Please find submitted hereunder, for filing, Articles of Incorporation of T-Text International, Inc., dated February 1, 1999, which has been executed by David Bergman, as Incorporator. Annexed to such Articles of Incorporation, please find submitted hereunder, for filing, an Acceptance of Appointment as Registered Agent of T-Text International, Inc., dated February 1, 1999, which has been executed by David Bergman, as Registered Agent.

Please find submitted hereunder a Check (No. 2459), dated February 5, 1999, of Marks and Marks, L.L.C., Attorneys-at-Law, which is payable to the order of the Florida Secretary of State in the sum of \$78.75. Such Check represents payment of the fees charged by your Office for filing the enclosed Articles of Incorporation and Acceptance of Appointment as Registered Agent of T-Text International, Inc.

After the enclosed documents have been filed, please evidence such filing upon the enclosed copy thereof. Thereafter, please forward the "filed stamped" copy of the Articles of Incorporation and Acceptance of Appointment as Registered Agent of T-Text International, Inc. to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for giving this matter your attention.

Very truly yours,


Roger Marks

RM:jf
Encs.

JB
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ARTICLES OF INCORPORATION
OF
T-TEX INTERNATIONAL, INC.

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T-TEX INTERNATIONAL, INC.
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, being a natural person of at least eighteen (18) years of age, acting as an incorporator, for the purpose of forming a corporation for profit, under and pursuant to the provisions of the Florida Business Corporation Act, does hereby certify and file these Articles of Incorporation in the Office of the Department of State of the State of Florida.

FIRST: The name of the corporation is T-TEX INTERNATIONAL, INC.

SECOND: The purposes for which the corporation is formed are as follows:

To buy, sell, import, export, manufacture, distribute and otherwise deal in and with textiles, fabrics and yarns of any and every type, kind and nature whatsoever and products and materials relating thereto of any and every type, kind and nature whatsoever, and to do, undertake and perform any of the foregoing, as agent, broker, nominee or representative, for any persons, corporations, partnerships, associations, limited liability companies, and any and every other type or kind of entity whatsoever, whether organized or existing under the laws of the State of Florida or any other state or any country;

To assist, advise, represent and consult with any persons, corporations, partnerships, associations, limited liability companies, and any and every other type or kind of entity whatsoever, whether organized or existing under the laws of the State of Florida or any other state or any country, with respect to textiles, fabrics and yarns of any and every type, kind and nature whatsoever and products and materials relating thereto of any and every type, kind and nature whatsoever, and to provide goods and perform and furnish services related thereto;

To promote and otherwise purvey the services enumerated herein and to negotiate and contract with any persons, corporations, partnerships, associations, limited liability companies, and any and every other type or kind of entity whatsoever, whether organized or existing under the laws of the State of Florida or any other state or any country, with respect to furnishing or performing such services;

To make, enter into, perform, and carry out contracts and agreements of all kinds which may be necessary or convenient for the business of the corporation, with any persons, corporations, partnerships, limited liability companies, and other entities whatsoever, whether organized or existing under the laws of the State of Florida or any other state or any country, to such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do;

To be a promoter, partner, either general or limited, member, venturer, associate, agent, representative or manager of any other business enterprise or venture, in furtherance of its corporate purposes;

To adopt, apply for, obtain, register, purchase, lease or otherwise acquire, maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, introduce,

sell, grant licenses or other rights in respect of, assign, otherwise dispose of, and in any manner deal with and contract with respect to, any trademarks, service marks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulae and the like, including but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America, or elsewhere, and any licenses in respect thereof, and any or all rights connected therewith or appertaining thereto;

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, create security interests in, loan or borrow money upon, or otherwise dispose of, or deal in or with, real and personal property, tangible or intangible, of every kind, character and description whatsoever, and any interests therein, and securities, including, without limitation, stocks, bonds, debentures, notes, mortgages, and other instruments representing rights to receive, purchase, or subscribe for the same, or representing any other rights or interests therein or in any property or assets, created or issued by any persons, firms, associations, limited liability companies, corporations or any governments or subdivisions, agencies or instrumentalities thereof, to make payment thereof in any lawful manner, or to issue in exchange therefor its own securities, and to exercise, as owner or holder of any property or securities, any and all rights, powers and privileges in respect thereof;

To borrow or raise moneys for any of the purposes of the corporation from time to time and without limit as to amount, to such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do;

To issue and sell its own securities, in such amounts, on such terms and conditions, for such purposes and at such prices as the Board of Directors of the corporation may determine, to such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to secure such securities by liens upon or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the corporation, whether at the time owned or thereafter acquired, and to a like extent, to purchase, acquire, hold, own, cancel, reissue, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own securities, to such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do;

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, corporations, partnerships, limited liability companies, and other entities whatsoever, whether organized or existing under the laws of the State of Florida or any other state or any country, to pay for the same in cash, property, or its own or other securities, to hold and operate any similar business, improve, use or otherwise deal in or with, or dispose of the whole or any part thereof, in furtherance of its corporate purposes;

To conduct its business in any and all of its branches, and to maintain offices within and without the State of Florida, in any and all states of the United States of America, in the District of Columbia, in any and all territories, dependencies, or possessions of the United States of America, and in foreign countries, territories, and localities; and

To engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

THIRD: The street address of the corporation's initial principal office and the corporation's mailing address is 3300 North Surf Road, Hollywood Beach, Florida 33019.

FOURTH: The aggregate number of shares which the corporation is authorized to issue is two hundred (200) common shares, without par value.

FIFTH: No preemptive rights are granted to the corporation's shareholders.

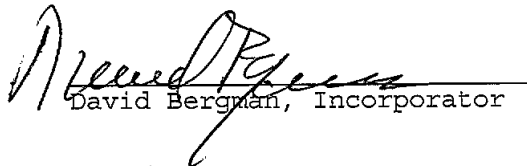
SIXTH: The corporation shall have a perpetual existence.

SEVENTH: The street address of the corporation's initial registered office is 3300 North Surf Road, Hollywood Beach, Florida 33019, and the name of the corporation's initial registered agent at such address is David Bergman. Such initial registered agent is hereby designated and appointed as agent of the corporation to accept service of process against the corporation in the State of Florida at said address.

EIGHTH: The name of the undersigned incorporator of the corporation is David Bergman, and such incorporator's address is 3300 North Surf Road, Hollywood Beach, Florida 33019.

NINTH: The corporation may provide for indemnification and advancement of expenses of its directors and officers to the extent provided in the Florida Business Corporation Act from time to time.

IN WITNESS WHEREOF, I have made, signed and certify these Articles of Incorporation on this 1 day of February, 1999.


David Bergman, Incorporator

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT
OF
T-TEX INTERNATIONAL, INC.

In accordance with Section 607.0501(3) of the Florida Business Corporation Act, the undersigned, having been designated and appointed, under the foregoing Articles of Incorporation, as registered agent of T-Text International, Inc. on whom process against T-Text International, Inc. may be served at 3300 North Surf Road, Hollywood Beach, Florida 33019, hereby (i) accepts such designation and appointment, (ii) agrees to act in such capacity, (iii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such registered agent, and (iv) acknowledges my familiarity with, and acceptance of, the obligations of such position.

Dated: February 4, 1999


David Bergman, Registered Agent

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TALLAHASSEE, FLORIDA