

VALUATION ONLY

Phoné

CR2E031 (R8-85)

ARTICLES OF INCORPORATION

OF

FABRICS & THINGS, INC.

THE UNDERSIGNED, have executed the following document for the purpose of forming above named corporation under the laws of the State of Florida, and as incorporator, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

FABRICS & THINGS, INC.

3978 NW 19 STREET
LAUDERHILL, FL 33313

FILED
99 MAY -7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of merchandising all types and brand of fabrics and notions to the private and public sector and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended including but not limited to the general work purchasing and selling of fabrics.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial register office of this corporation is:
3978 NW NW 19 STREET
LAUDERHILL, FL 33313

and the name of the initial registered agent of this corporation at that address is:
REGINALD HARRISON

ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

REGINALD HARRISON	3978 NW 19 STREET LAUDERHILL, FL 33313
ICILDA HARRISON	3978 NW 19 STREET LAUDERHILL, FL 33313

ARTICLE VIII- A - INCORPORATOR

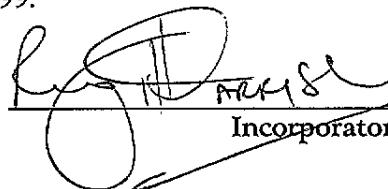
The name and address of the Incorporator shall be:
REGINALD HARRISON

3978 NW 19 STREET LAUDERHILL, FL 33313

ARTICLE VIII - INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 5th day of May 1999.


Incorporator/President

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.

First that FABRICS & THINGS, INC. desiring to organize under the
(Name Of Corporation)

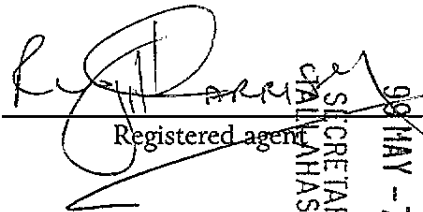
laws of the State of FLORIDA with its principal office, as indicated in the articles of
(Florida)

incorporation has named REGINALD HARRISON located at LAUDERHILL County of
(Name of Registered Agent) (City)

BROWARD State of Florida, as its agent to accept service of process within this state.
(Country)

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


Registered agent

98 MAY - 7 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED