

TRANSMITTAL LETTER

P99000065147

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

SUBJECT: A-1 Embroidery and Sewing Machines Inc.
(Proposed corporate name - must include suffix)

100002939241--1
-07/22/99--01101--001
*****90.00 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Frederick U. Kennemer
Name (Printed or typed)

100 Bent Tree Dr #167
Address

Daytona Beach FL 32114
City, State & Zip

904-274-4386
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 22 PM 3:12

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
A-1 EMBROIDERY AND SEWING MACHINES, INC.

NAME

The name of the corporation is A-1 Embroidery and Sewing
Machine, Inc.

PURPOSES

The general nature of the business to be transacted by this corporation is to render such professional services to the public that a duly licensed business could render, and such professional services shall be rendered only through this corporation duly licensed to practice in the State of Florida.

To own and hold such real and personal property as may be necessary or required for the rendering of the professional services of the corporation; to own, hold, invest and re-invest in real or personal property, mortgages, stocks, bonds or other type of lawful investment.

To do all things necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendments hereof, necessary or incidental to the protection and benefit of the Corporation; to adopt such pension, profit sharing, stock option or deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees and directors and others, who may be qualified to hold shares in this corporation, as the directors may deem to be in the best interests of the corporation.

APPROVED
AND
FILED
93 JUL 22 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The foregoing paragraphs shall be construed as enumerating both the objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, except as limited by laws, it being intended that this corporation shall exercise all powers now or hereafter granted to professional service corporations under the laws of the State of Florida.

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 at a par value of \$1.00 per share, all being fully paid and non-assessable.

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT.

The street address of the principal office is 100 Bent Tree Drive, Suite 167, Daytona Beach, FL 32114, and the initial registered office of this corporation is 100 Bent Tree Drive, Suite 167, Daytona Beach, FL 32114, and the name of the initial registered agent of this corporation at that address is FREDERICK Y. KENNEMER.

DURATION

This corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than One (1). The names and addresses of the initial Directors of this corporation are:

Frederick Y. Kennemer 100 Bent Tree Dr. #167
Daytona Beach, FL 32114

INCORPORATORS

Names and addresses of the person signing these Articles are:

Frederick Y. Kennemer 100 Bent Tree Dr. #167
Daytona Beach, FL 32114

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by the Directors and shareholders of the corporation in the manner provided by law.

ACTION BY DIRECTORS

The Directors of this corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ISSUANCE OF CAPITAL STOCK

None of the shares of the capital stock of this corporation may be issued to any person other than one who is duly licensed to render the specific professional service for which this corporation is organized. No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation, as herein provided. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. The corporation is specifically authorized to adopt By-Laws which may further restrain or restrict the sale or alienation of the shares of stock of this corporation, including a provision for the repurchase of such shares by the corporation.

COMPENSATION

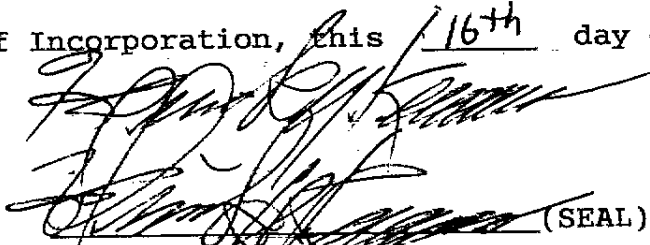
The corporation is hereby specifically authorized to make provision for reasonable compensation to its members for services as Directors, and to prescribe the terms and conditions of such compensation. The corporation is further authorized to enter into such employment contracts with such of its shareholders, upon such terms and conditions for such compensation as the corporation, acting through its stockholders or through its directors, as the case may be, may, from time to time, determine. With the specific approval of the corporation, acting as above, any stockholder, officer or director of this corporation may be a stockholder of or serve as an officer or director of any other professional service corporation rendering the same or similar service as rendered by this corporation, and receive compensation therefor.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a Director or Officers of the corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, such or proceeding to

have been guilty of fraud or material misrepresentation to the corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any manner on which any settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to the foregoing Articles of Incorporation, this 16th day of July, 1999.


(SEAL)
FREDERICK Y. KENNEMER

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared FREDERICK Y. KENNEMER, to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and she freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Daytona Beach, Volusia County, Florida, this 16 day of July, 1999.


Notary Public, State of Florida

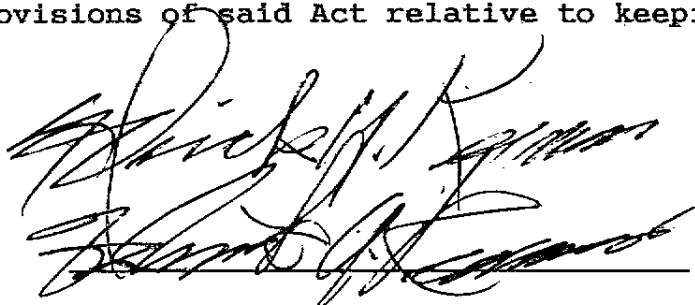
My Commission Expires:



Mimi M Wildmone
My Commission CC633423
Expires March 26, 2001

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.



FREDERICK Y. KENNEMER, Registered Agent

APPROVED
AND
FILED

59 JUL 22 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA