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TRANSMITTAL LETTER

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

September 1, 1999

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-09/03/99-01062--019
****131.25 *****87.50

SUBJECT: DANAL SEWING MACHINES & PARTS, INC
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: Jose N. Correa
I.C. Accounting & Tax Services
6801 N.W. 77TH AVENUE
SUITE 310-A
MIAMI, FL 33166
(305) 884-6200
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
DANAL SEWING MACHINES & PARTS, INC**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE II
CORPORATE NAME**

The name of this corporation is DANAL SEWING MACHINES & PARTS, INC.
5404 NW 72nd Ave.
Miami, FL 33166

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE IIII
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose N Correa
J.C. Accounting & tax Services
6801 N.W. 77Th Ave. Ste. 310-A
Dade County
Miami, FL 33166

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Abraham Pomerantz, President
19101 Mystic Pointe Dr. # 1606
North Miami Beach, FL 33180-45

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.


Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Abraham Pomerantz, Incorporator
1901 Mystic Pointe Dr. # 1606
North Miami Beach, FL 33180-45

_____, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 DANAL SEWING MACHINES & PARTS, INC

5404 NW 72ND AVE

Miami, FL 33166

2. The name and address of the registered agent and office is:

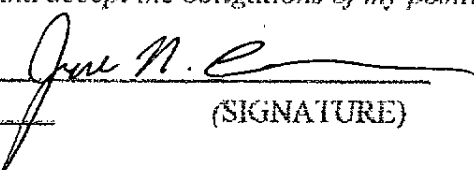
JOSE N. CORREA

J.C. Accounting & Tax Services

6801 NW 77TH AVE, STE. 310-A,

MIAMI, FL 33166

*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)

September 1, 1999
(DATE)