

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is INTERNATIONAL EMBROIDERY, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

A. To manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with clothing of all kinds, for men, women, and children, of natural and synthetic fibers; to manufacture or otherwise obtain thread, buttons, fittings, and similar accessories for use in such endeavor; to obtain, and dispose of supplies, materials, tools, machinery, appliances, and apparatus necessary or useful in such manufacture; and to design, manufacture, and sell, new styles & models of clothing.

B. The corporation is organized for the purpose of conducting and transacting any or all lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1,000 common stock

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

All shares to be without par value.

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Provision 1 Shareholders' preemptive rights.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares. There shall be no exceptions to this preemptive right. This provision shall not be amended unless such amendment is approved by the consent of fifty one percent (51%) or more of the outstanding common shares of the corporation.

Provided however that except for the first issuance of shares at the first meeting of the Board of Directors, the corporation shall not issue or order or authorize the issuance of unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares unless such action is approved by the holders of Fifty-one percent (51%) of the outstanding common shares of the corporation.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation: "****

Provision 1 Cumulative Voting.

At all elections of directors of this corporation, each common stockholder (whether in person or by proxy) shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his common shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he sees fit. This right, when exercised, shall be termed cumulative voting. This provision shall not be amended unless such amendment is approved by the holders of fifty one percent (51%) or more of the outstanding common shares of the corporation.

Provision 2. Amending the Articles of Incorporation.

No provision of the articles of incorporation or any amended articles of incorporation shall be amended or deleted or added to the articles of incorporation unless approved by the holders of fifty one percent (51%) or more of the outstanding common shares of the corporation.

SEVENTH. The address of the initial registered office of the corporation is 243 Brownell Lane, Portsmouth, R. I. 02871 (add Zip Code)

and the name of its initial registered agent at such address is:

Dale Wood

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Director, President, Secretary & Treasurer---Dale Wood	243 Brownell Lane, Ports.R.I. 02871

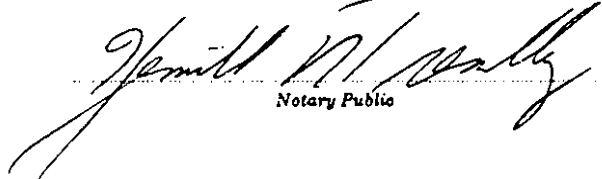
NINTH. The name and address of each incorporator is:

Name	Address
Dale Wood	243 Brownell Lane, Ports. R. I. 02871

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

STATE OF RHODE ISLAND }
COUNTY OF NEWPORT } In the ~~City~~ Town of Portsmouth
in said county this 4th day of ~~September~~ October, A. D. 19 80
then personally appeared before me. DALE WOOD

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public

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