

504248



ACCOUNT NO. : 072100000032
REFERENCE : 519492 9563A
AUTHORIZATION : Patricia Pujols
COST LIMIT : \$ 87.50

ORDER DATE : September 5, 1997
ORDER TIME : 10:34 AM
ORDER NO. : 519492-005
CUSTOMER NO: 9563A

Amended & Restated WI NC
400002285944--7

CUSTOMER: David G. Budd, Esq
Budd & Zuccaro
Suite 201
3033 Riviera Drive
Naples, FL 33940

DOMESTIC AMENDMENT FILING

NAME: RICHARD F. GEARY
INTERIORS, INC.

EFFECTIVE DATE:

9/8/97

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:
52-11111 9-838 15

FILED
97 SEP -5 PM 3:59
TALLAHASSEE, FLORIDA

Articles of Incorporation
filed May 28, 1976. Amendment
of the Articles filed
January 12, 1983. Corporation
Number 504248.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

The undersigned Corporation, originally incorporated as Richard F. Geary Interiors, Inc., hereby amends and restates its Articles of Incorporation, as follows:

ARTICLE I - NAME

The name of the Corporation is:

GEARY DESIGN, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:

5353 Jaeger Road
Naples, FL 34109

ARTICLE III - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers, permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is \$1,000 shares of common stock having a par value of \$10.00 per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

FILED
97 SEP -5 PM 4:00
TALLAHASSEE, FLORIDA

ARTICLE VI - OFFICERS

The current officers of this Corporation are:

President Richard F. Geary, III
Secretary Gail R. Geary
Treasurer Richard F. Geary, III

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

This is to Certify that the above contains amendments, as follows:

- Change in the name (old Article I);
- Change in the principal office (old Article III);
- Change in the nature of business and powers (old Article II);
- Deletion of provisions as to directors (old Article III);
- Change in the officers (old Article IV) and deletion of further provisions as to officers (old Article X);
- Deletion of reference to incorporators (old Article VI);
- Deletion of provisions as to By Laws (old Article VII);
- Rewording of capital stock (old Article VIII);
- Deletion of stated capital (old Article IX); and
- Rewording for amendment of the Articles (Paragraph under old Article X)

This is to Certify that the above was approved by action by written consent of all the shareholders and directors of this Corporation effective the 4th day of September, 1997.

IN WITNESS WHEREOF, this Corporation has executed this instrument by its duly authorized officer this 4th day of September, 1997.


RICHARD F. GEARY, III, President