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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: SEASHORE DECOR, INC.
AUDIT NUMBER.....H00000027674
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Katherine Harris
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May 23, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OR INCORPORATION OF
SEASHORE DÉCOR, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida hereby certify as follows:

ARTICLE ONE

The name of the corporation is: SEASHORE DÉCOR, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be: 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

The amount of capital the corporation is to start business with shall not be less than \$500.00.

ARTICLE FIVE

The corporation shall have perpetual existence beginning with the date of incorporation.

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ARTICLE SIX

The principal office of the corporation shall be located at: 64 Sunset Road, Key Largo, FL, 33037 or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE SEVEN

The initial principal office address of the corporation shall be: 64 Sunset Road, Key Largo, FL, 33037.

The Registered Agent is: ANTONIO SANCHEZ

ARTICLE EIGHT

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) and no more than two (2) directors as shall from time to time be designated by the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE NINE

The names and street addresses of the first Board of Directors who, subject to the provisions of these articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of corporate existence or until their successors are elected and are fully qualified, are:

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<u>NAMES</u>	<u>ADDRESSES</u>
CAROLINE ALFONSO President, Secretary & Treasurer	64 Sunset Road Key Largo, FL 33037

ARTICLE TEN

The name and street address of the subscriber of the Articles of Incorporation is: CAROLINE ALFONSO
64 Sunset Road
Key Largo, FL 33037

ARTICLE ELEVEN

The by-laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

ARTICLE TWELVE

This corporation shall have, in addition to a President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its by-laws.

ARTICLE THIRTEEN

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two (2) or more offices of the corporation.

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ARTICLE FOURTEEN

Every person who is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred or imposed upon in connection with, or resulting from any action, suit or proceedings of whatever nature to which he is or shall be made a part by any reason of his being or having been a Director of the Corporation, whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 18 day of May, 2000.


CAROLINE ALFONSO, SUBSCRIBER

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STATE OF FLORIDA)
COUNTY OF Dade) SS:

I HEREBY CERTIFY that on the 18 day of MAY, 2000
personally appeared before me:

CAROLINE ALFONSO

to me well known to me to be the person who executed the foregoing
ARTICLES OF INCORPORATION and who acknowledged before me that she
signed and executed the same for the purposes expressed.

SWORN TO AND SUBSCRIBED BEFORE ME the day and year above
written.

Ernest J. ...
NOTARY PUBLIC
OFFICIAL NOTARY SEAL
ERNEST J. ...
COMMISSION NUMBER
CC886847
MY COMMISSION EXPIRES
NOV. 5, 2003

My Commission Expires:

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CERTIFICATE DESIGNATING PLACE FOR SERVICE OF PROCESS AND
RESIDENT AGENT

SEASHORE DÉCOR, INC. desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 64 Sunset Road, Key Largo, FL, 33037 has named ANTONIO SANCHEZ, 3315 Toledo Plaza, Coral Gables, FL, 33134, as resident agent to accept process within the State of Florida.

I hereby accept and act as resident agent for SEASHORE DÉCOR, INC. and comply with all of the statutory provisions relating to my designation as resident agent.


ANTONIO SANCHEZ, Registered Agent

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