

TRANSMITTAL LETTER

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

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-01/29/01--01081--021
*****87.50 *****87.50

SUBJECT: BALBOA PASSAGE DESIGNS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: GLORIA ROBINSON
Name (Printed or typed)

3998 S. LAKE ORLANDO PKWY.
Address

ORLANDO, FL 32808
City, State & Zip

(407) 291-4422
Daytime Telephone number

FILED
01 JAN 29 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Feb 1/29

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ARTICLES OF INCORPORATION
OF
BALBOA PASSAGE DESIGNS, INC.

FILED
01 JAN 29 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I--- NAME

The name of the corporation shall be BALBOA PASSAGE DESIGNS, INC.

ARTICLE II--- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3998 S. Lake Orlando Parkway, Orlando, Florida 32808.

ARTICLE III--- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be designing and wholesaling home furnishings and accessories, and any other lawful business.

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

ARTICLE IV--- SHARES

The stock of this corporation shall consist of 100 shares of common stock with a par value of \$5.00.

ARTICLE V---DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The names and addresses of the directors are:

- | | |
|------------------------|-------------------------------|
| 1. Charmaine Henriques | 2. Gloria Robinson |
| 1775 Grange Circle, | 3998 S. Lake Orlando Parkway, |
| Longwood, FL 32751 | Orlando, FL 32808 |

ARTICLE VI---INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gloria Robinson, 3998 S. Lake Orlando Pkwy., FL 32808

ARTICLE VII- INCORPORATORS

The names and addresses of the incorporators are:

- | | |
|------------------------|-------------------------------|
| 1. Charmaine Henriques | 2. Gloria Robinson |
| 1775 Grange Circle, | 3998 S. Lake Orlando Parkway, |
| Longwood, FL 32751 | Orlando, FL 32808 |

ARTICLE VIII--- SHAREHOLDERS

The shareholders of the corporation are as follows:

1. Charmaine Henriques
1775 Grange Circle
Longwood, FL 32750

2. Gloria Robinson
3998 S. Lake Orlando Pkwy.,
Orlando, FL 32808

The shares shall be divided equally between the shareholders with both having equal voting rights. Additionally, the shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this

24th day of January, 2001.

CJHenriques

GRobinson

STATE OF FLORIDA
COUNTY OF ORANGE


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BALBOA PASSAGE DESIGNS, INC.
2. The name and address of the registered agent and office is GLORIA ROBINSON, 3998 S. LAKE ORLANDO PARKWAY, ORLANDO, FL 32808.

DATE: JANUARY 24, 2001

By: 
CHARMAINE HENRIQUES
Incorporator/Director


GLORIA ROBINSON
Incorporator/Director

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.

DATE: JANUARY 24, 2001

By: 
GLORIA ROBINSON
Registered Agent

01 JAN 29 PM 4: 26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA