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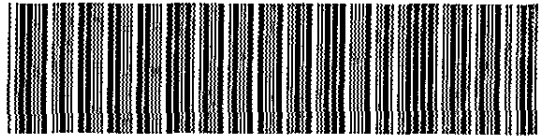
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjc 11/26

Valerie R. Inzinna
11578 Lalique Drive
Cooper City, Florida 33026

November 14, 2002

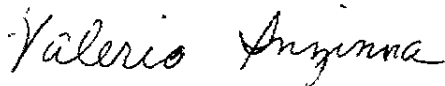
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

To Whom it may concern:

Enclosed please find Articles of Incorporation for Make-Over Décor, Inc. Please send certified copies of the Articles, and a Certificate of good standing when filing is completed and return to:

Valerie R. Inzinna
11578 Lalique Drive
Cooper City, Florida 33026

Thanks and Regards,



Valerie R. Inzinna

**ARTICLES OF INCORPORATION
FOR
MAKE-OVER DECOR, INC.**

The undersigned incorporators, for the purpose of forming a Florida for-profit corporation, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: MAKE-OVER DECOR, INC.

ARTICLE II

The principal place of business of the corporation, and the mailing address of the corporation, shall both be as follows:

11578 Lalique Drive
Cooper City, Florida 33026

ARTICLE III

The purpose for which this corporation is organized is: all legal purposes permitted by Florida law, and in particular, to assist individuals and businesses with the selection and arrangement of furnishings, paint colors and techniques, window treatments, art, architectural details, plants, and any other functional and/or decorative items in their homes and offices.

ARTICLE IV

The number of shares the corporation is authorized to issue is: 100.

ARTICLE V

The name and Florida street address of the registered agent of the corporation shall be as follows:

Valerie R. Inzinna
11578 Lalique Drive
Cooper City, Florida 33026

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ARTICLE VI

The name and address of the incorporators of the corporation are:

Valerie R. Inzinna
11578 Lalique Drive
Cooper City, Florida 33026

Catherine M. Seaman
987 Crestview Circle
Weston, Florida 33327

ARTICLE VII

The initial officers and directors of the corporation shall be as follows:

President, Treasurer, & Director:

Valerie R. Inzinna
11578 Lalique Drive
Cooper City, Florida 33026

Vice-President, Secretary, & Director:

Catherine M. Seaman
987 Crestview Circle
Weston, Florida 33327

ARTICLE VIII

The power to make, alter, amend or adopt By-Laws of the corporation shall be vested solely in the Directors of the corporation, who shall be appointed by the Shareholders of the corporation. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Articles of Incorporation, and shall contain provisions related to meetings, the election of officers and directors, and the fiscal year of the corporation.

ARTICLE IX

Upon termination, dissolution, or winding up of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all assets of the corporation to its shareholders in accord with the distribution of such shares or any existing shareholders agreement.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this ____ day of November, 2002.

Valerie R. Inzinna, Incorporator

Catherine M. Seaman, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this day, November ____, 2002, by Valerie R. Inzinna, personally known to me, and by Catherine M. Seaman, who provided Florida Driver's License # 5550-133-52-716 as proof of her identification, and who both took an oath.



Katharine S. Barry
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of MAKE-OVER DECOR, INC. as created in the foregoing Articles of Incorporation.

Valerie R. Inzinna

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