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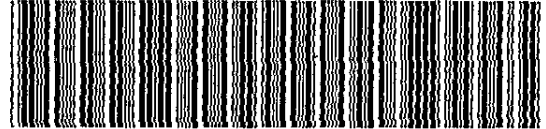
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Law Offices of
WILLIS, FEREBEE & HUTTON
A Partnership of Professional Associations

ROBERT STUART WILLIS, P.A.
BOARD CERTIFIED CRIMINAL TRIAL LAWYER
CRIMINAL DEFENSE - STATE & FEDERAL
PERSONAL INJURY

DAVID B. FEREBEE, P.A.
(LL.M. - TAXATION)
TAXATION & IRS MATTERS
BANKRUPTCY & COMMERCIAL
ESTATES, WILLS & TRUSTS

L.E. HUTTON, P.A.
CRIMINAL DEFENSE - STATE & FEDERAL

503 E. MONROE STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE: 904/358-7001
FAX: 904/353-2756

MAILING ADDRESS
P.O. Box 1796
JACKSONVILLE, FL 32201

May 19, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: **ARTICLES OF INCORPORATION**
Benear Interiors, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for **Benear Interiors, Inc.**, together with my firm check in the amount of \$78.75 in payment of the filing fees, etc. Please file the original Articles and return an acknowledged copy to me for my records. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or require anything further, please do not hesitate to contact my office.

Sincerely,



David B. Ferebee

DBF/lh
Enclosures

ARTICLES OF INCORPORATION

OF

Benear Interiors, Inc.

The undersigned, acting as incorporator for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **Benear Interiors, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall 1296 Talbot Avenue, Jacksonville, FL 32205.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: to conduct any lawful business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of this Corporation in Florida shall be David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202.

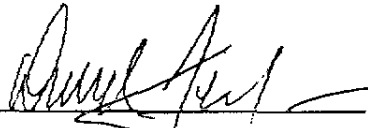
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202.

ARTICLE VII - BOARD OF DIRECTORS

The name and street address of the sole officer and director of the Corporation is Linda Benear, 1296 Talbot Avenue, Jacksonville, FL 32205.

The undersigned has executed these Articles of Incorporation this 14th day of MAY, 2004.



David B. Ferebee, Incorporator

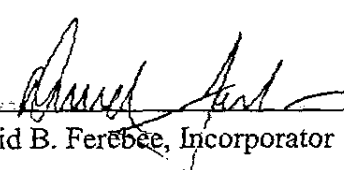
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **Benear Interiors, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1296 Talbot Avenue, Jacksonville, FL 32205, has named DAVID B. FEREBEE, Esquire, located at 503 East Monroe Street, Jacksonville, Florida 32202, and mailing address is P.O. Box 1796, Jacksonville, Florida 32201, as its agent to accept service of process within Florida.

Dated: _____

5-19-04


David B. Ferebee, Incorporator

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


David B. Ferebee
Registered Agent