

Division of Corporations

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Florida Department of State
Division of Corporations
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KIRBY DESIGN STUDIOS, INC.

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
KIRBY DESIGN STUDIOS, INC.**

KIRBY DESIGN STUDIOS, INC., a Florida corporation (the "Corporation") does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on July 21, 2008, and its document number with the State of Florida is P08000068965.

2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is KDS INTERIORS, INC. (the "Corporation"). Its principal office and mailing address is 4215 Morrison Avenue, Tampa, Florida 33629.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation came into existence on July 21, 2008.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may engage in the practice of interior design through its duly licensed officers, employees and agents, perform all activities appropriate to the rendition of such services and own property and invest its funds as authorized by applicable Florida law.

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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this Corporation shall be 7,500 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the Corporation upon liquidation or dissolution.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be 4215 Morrison Avenue, Tampa, Florida 33629, and the registered agent of the Corporation at such address is Katherine Kirby.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders, as prescribed by the by-laws of the Corporation.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in

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the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

ARTICLE VIII
PRINCIPAL OFFICERS

The names and titles of the persons who shall serve as the principal officers of the Corporation are as follows:

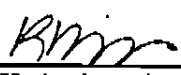
<u>Name</u>	<u>Title</u>
Katherine Kirby	President, Secretary & Treasurer
Heather Oskey	Vice-President
Heidi Clemmensen	Vice-President

3. The foregoing amendment and restatement, having been adopted as of January 9, 2009, shall become effective as of the close of business on the date these Amended & Restated Articles of Incorporation are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendment recited in Section 2. above has been approved in accordance with the requirements of §607.1003, Florida Statutes, the Corporation's board of directors having adopted the same and recommended passage to its shareholders and the holders of all shares of the Corporation's issued and outstanding voting stock having undertaken written action in favor of the amendment in the manner authorized by Section 607.0704, Florida Statutes, such action being sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of the President this 12th day of January, 2009.

KIRBY DESIGN STUDIOS, INC.

By: 
Katherine Kirby, President