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Quarles & Brady

P 960000 46433
May 20, 1996

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

600001838776
-05/24/96--01063--002
****122.50 ****122.50

RE: Vicky Andrews Interiors, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation and our check in the amount of \$122.50 to cover the following costs with respect to the above referenced corporation:

- | | |
|--|---------|
| 1. Articles of Incorporation (filing) | \$35.00 |
| 2. Certified copy of Articles of Incorporation | \$52.50 |
| 3. Registered Agent Fee | \$35.00 |

FILED
MAY 24 AM 8:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Thank you for your assistance in this matter.

Sincerely,

QUARLES & BRADY


John D. Humphreville

JDH:bdr
Enclosures

cc: Vicky Andrews

F. CHESSER JUN 3 1996

ARTICLES OF INCORPORATION
OF
VICKY ANDREWS INTERIORS, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Vicky Andrews Interiors, Inc.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purpose for which the corporation is organized is to engage in the sale and installation of custom window treatments and any lawful activity under Florida law.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The initial Directors are:

Vicky G. Andrews

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

FILED
96 MAY 24 AM 9:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 33940-3060, and the name of its initial registered agent at such address is John D. Humphreville.

ARTICLE VIII
Incorporator

The name and address of the incorporator is John D. Humphreville, 4501 Tamiami Trail North, Suite 300, Naples, Florida 33940-3060.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 27526 Big Bend Road, Bonita Springs, Florida 33923.

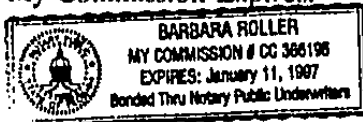
Executed this 20 day of May, 1996.

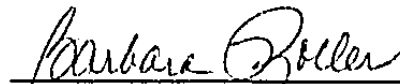

John D. Humphreville, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20 day of May, 1996 by John D. Humphreville, who is personally known to me and who did not take an oath.

My Commission Expires:




NOTARY PUBLIC (SEAL)
(Print name below)
BARBARA ROLLER

Notary Public

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the
Florida Business Corporation Act, the following is submitted:

1. That Vicki Andrews Interiors, Inc., desiring to organize under the laws of the
State of Florida, has named John D. Humphreville located at Barnett Center, 4501 Tamiami
Trail North, Suite 300, Naples, Collier County, Florida 33940-3060, as its agent to accept
service of process within Florida.

Dated: May 26, 1996

John D. Humphreville
John D. Humphreville, Incorporator

2. That, 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;
I am familiar with and accept the obligations of §607.0505 of the Florida Business
Corporation Act and further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Dated: May 20, 1996

John D. Humphreville
John D. Humphreville

FILED
MAY 24 AM 8:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 20th day of
May, 1996 by John D. Humphreville, who is personally known to me and who did not
take an oath.

My Commission Expires:



Barbara Roller
NOTARY PUBLIC (SEAL)
(Print name below)
BARBARA ROLLER
Notary Public