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LAW OFFICES
ROT BART & DEUTSCH, P.A.
FILED

105 EAST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33432

TELEPHONE 561.368.4674
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97 APR 24 AM 9:34

7451 WEST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33319

TELEPHONE 954.741.9441

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Please respond to Boca Raton Office

April 22, 1997

Attn: New Filings Dept.
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

4 00002153794--5
-04/24/97--01073--013
****131.25 ****131.25

Re: Design Partners South, Inc.

Enclosed please find an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please send a certificate of status and a certified copy of these articles to me at the address listed above.

A check for \$131.25 is enclosed. This represents payment for:

- Filing the Articles of Incorporation
- Designation of and Acceptance by A Registered Agent
- Certificate of Status
- Certified Articles of Incorporation

Thank you in advance for your assistance.

Sincerely,

ROT BART & DEUTSCH, P.A.

BY: Erika Deutsch Rotbart

Erika Rotbart

CALL BY PHONE TO
Article III
add principal address

BR 4/25/97

Enclosures

**ARTICLES OF INCORPORATION
OF
DESIGN PARTNERS SOUTH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **DESIGN PARTNERS SOUTH, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Registered Agent and initial registered office of this corporation in the State of Florida shall be Erika Deutsch Rotbart, Esq., Rotbart & Deutsch, P.A., 105 East Palmetto Park Road, Boca Raton, Florida 33432. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The principal address is the same as the registered office.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Erika Deutsch Rotbart, Esq.
Rotbart & Deutsch, P.A.
105 East Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

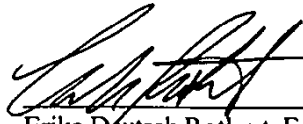
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former director or officer, to the full extent permitted by law.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on this 23 day of April, 1997.



Erika Deutsch Rotbart, Esq.

CERTIFICATE DESIGNATING REGISTERED AGENT

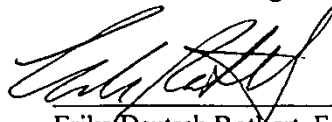
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In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

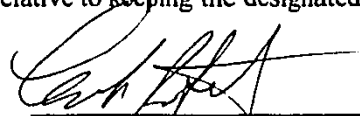
THAT DESIGN PARTNERS SOUTH, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Erika Deutsch Rotbart, Esq., 105 East Palmetto Park Road, Boca Raton, Florida 33432, as its Agent to accept service of process within this State.



Erika Deutsch Rotbart, Esq.
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

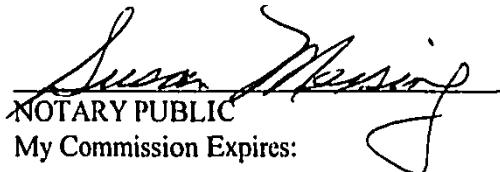


Erika Deutsch Rotbart, Esq.
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, ERIKA DEUTSCH ROTBART, to me known personally to be the person described in and who executed the foregoing Certificate Designating Registered Agent.

WITNESS my hand and official seal in the County and State aforesaid, this 23 day of April, 1997.


NOTARY PUBLIC
My Commission Expires:

Susan Messing
MY COMMISSION # CC463669 EXPIRES
September 7, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.