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Law Offices

LAWRENCE J. MARRAFFINO, P.A.
309 N.E. First Street
Gainesville, FL 32601

City/State/Zip Phone #

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-09/10/99-01068-003

****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 TALLAHASSEE, FLORIDA

G. GALLON CASE SEP 16 1999

Examiner's Initials	
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**ARTICLES OF INCORPORATION FOR
CARTER & ASSOCIATES
INTERIOR DESIGNS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

**CARTER & ASSOCIATES
INTERIOR DESIGNS, INC.
8700 Ridgewood Ave., #PH-7A
Cape Canaveral, FL 32920**

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 shares of common stock having \$1.00 (one dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, The Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

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TALLAHASSEE, FLORIDA

The corporation shall have one director initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

SUSIE CARTER
8700 Ridgewood Ave., PH-7A
Cape Canaveral, FL 32920

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

SUSIE CARTER
8700 Ridgewood Ave., PH-7A
Cape Canaveral, FL 32920

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

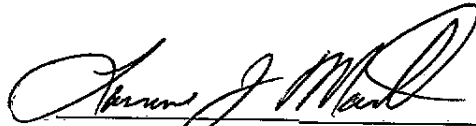
The street address of the Initial Registered Office and Agent of the corporation is: 309 NE First St., Gainesville, FL 32601 and the name of the Initial Registered Agent of the corporation at that address is:

LAWRENCE J. MARRAFFINO, P.A.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, LAWRENCE J. MARRAFFINO, P. A., being and the same as that LAWRENCE J. MARRAFFINO, P. A. designated in the Articles of Incorporation of CARTER & ASSOCIATES INTERIOR DESIGNS, INC. do hereby accept the appointment as the registered agent of said corporation.

Dated this 8 day of Sept, 1999.



LAWRENCE J. MARRAFFINO, P. A.
309 NE First Street
Gainesville, FL 32601
352 376-0102

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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