

TRANSMITTAL LETTER

P 99 000 100 694

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

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-11/15/99-01109-004
*****87.50 *****87.50

SUBJECT: Accent Interiors Inc.
(Proposed corporate name - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 NOV 15 AM 10:48
FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Martha Sanchez
Name (Printed or typed)

14805 NW 88 Ave.
Address

Hiabeah, FL 33018
City, State & Zip

305 231 8768
Daytime Telephone number

NOV 1 7 1999
KCHESSE

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ACCENT INTERIORS INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 1 – NAME

The name of the Corporation is **ACCENT INTERIORS INC.**, (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The corporation shall engage in any business permitted under federal and state laws.

ARTICLE 3 – PRINCIPAL OFFICE

The principal office and mailing address is 14805 NW 88 Avenue, Hialeah, Florida 33018.

ARTICLE 4 – INCORPORATOR

The name of the incorporator of this Corporation is Martha Sanchez whose address shall be the same as the principal office of the Corporation.

ARTICLE 5-SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE 6 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 6.1 The shareholders of this Corporation may elect and, if selected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 6.2 After this corporation has elected to be an S Corporation, none of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 6.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 7 – DIRECTOR(S)

The Directors of the Corporation shall be:

Martha Sanchez
Gabriel Marinas

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 8 – REGISTERED AGENT AND ADDRESS

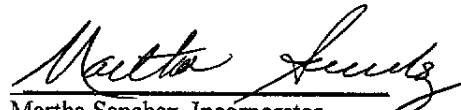
The name and street address of the initial registered agent are:

Gabriel Marinas
14805 NW 88 Avenue
Hialeah, Florida 33018


ARTICLE 9 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 3, 1999.


Martha Sanchez, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Gabriel Marinas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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