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LAW OFFICE OF

*Earnhart & Gwynn*

General Civil Litigation

Craig D. Earnhart, P.A.  
Mary Alice Gwynn, P.A.

811 George Bush Boulevard  
Delray Beach, FL 33483  
Telephone (561) 265-2220  
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August 25, 1998

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

100002626391--2  
-08/27/98--01032--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **CAROL NEFF INTERIORS, INC.**

Dear Sir/Madam:

Please find enclosed this firm's check in the amount of \$70.00 for the filing of the enclosed Articles of Incorporation for the above-referenced new corporation.

Would you kindly file same and send the Charter Number to this office. Also would you please enclose an Application for Sub-Chapter S Corporation. If you have any questions, please do not hesitate to call.

Sincerely,

*Barbara Sullivan*

Barbara Sullivan, CLA  
/brs  
Enclosures

cc: Ms. Carol Neff

FILED  
98 AUG 27 AM 8:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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98 AUG 27 AM 8:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CAROL NEFF INTERIORS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

**CAROL NEFF INTERIORS, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is five hundred (500) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without

issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This Corporation shall exist perpetually.

#### **ARTICLE V**

##### **ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is 208 N.E. 8th Avenue, Delray Beach, Florida 33483. The Board of Directors may from time to time move the principal office to another address in Florida.

#### **ARTICLE VI**

##### **NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

#### **ARTICLE VII**

##### **FIRST BOARD OF DIRECTORS**

The name(s) and street address(es) of the initial members of the Board of Directors are: Carol A. Neff, 208 N.E. 8th Avenue, Delray Beach, Florida 33483.

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is: Carol A. Neff, 208 N.E. 8th Avenue, Delray Beach, Florida 33483.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 208 N.E. 8th Avenue, Delray Beach, Florida 33483 and the name of the initial registered agent of this Corporation at that address is Carol Neff.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25<sup>th</sup> day of August, 1998.

Carol A. Neff  
CAROL A. NEFF

STATE OF FLORIDA )

) SS:

COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the above named State and County, to take acknowledgments, personally appeared CAROL A. NEFF, me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that she executed the foregoing Articles of Incorporation for the purposes therein set forth.

25<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this day of AUGUST, 1998.

Barbara Sullivan  
Notary Public, State of Florida

My Commission Expires:

(Print Name) BARBARA SULLIVAN



Barbara Sullivan  
MY COMMISSION # CC663765 EXPIRES  
August 4, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

[Seal]

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

**CAROL NEFF INTERIORS, INC.**, a corporation being organized under the laws of the State of Florida, designates 208 N.E. 8th Avenue, Delray Beach, Florida 33483, as its registered office and has named Carol A. Neff as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **CAROL NEFF INTERIORS, INC.**, at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By:   
REGISTERED AGENT

**FILED**  
98 AUG 27 AM 8:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA