

LAW OFFICES
COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

JAMES L. COTTRELL
MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator and
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
ROBERT E. BONE, JR.
TRACY L. COGHILL

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910

(941) 542-0700
FAX (941) 542-8627
REAL ESTATE FAX (941) 542-5689
E-MAIL: cwmr@peganet.com

588891

October 5, 1999

000003008770--4
-10/07/99-01076-018
*****96.26 *****52.50

Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

Attn: Corporate Division

Re: B&D Interior Design Center, Inc.
Corporate Number 588891

FILED
99 OCT -7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

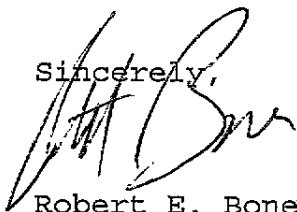
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Amendment to the Articles of Incorporation of the above referenced corporation.

Please return a certified copy of the Amendment to this office. After the Amendment has been filed would you please also forward a Certificate of Good Standing to our office. I have enclosed a check in the amount of \$96.26 (\$35.00 Amendment filing fee, \$52.50 Certified Copy fee, \$8.75 Certificate Good Standing fee) to cover the cost of such.

Thank you for your cooperation in this matter.

Sincerely,



Robert E. Bone, Jr.

REBjr/gd
Enclosure

588891
OK NC
10-07-99
\$125
* Cert of Good Standing
* Cert of Good Standing
Note: Mr. Bone is very aware of the conflict with new corp. name. Still would like to have this doc. filed.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 1999

COTTRELL, WARCHOL, MERCHANT, ET.AL.
% ROBERT BONE
P.O. BOX 100767
CAPE CORAL, FL 33910

SUBJECT: B & D INTERIOR DESIGN CENTER, INC.
Ref. Number: 588891

We have received your document for B & D INTERIOR DESIGN CENTER, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 399A00050388

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October 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

Attn: Corporate Division

Re: B&D Interior Design Center, Inc.
Corporate Number 588891

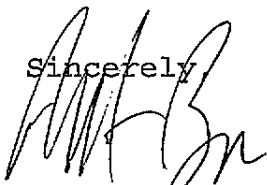
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Amendment to the Articles of Incorporation of the above referenced corporation.

On October 22, 1999 I spoke with Carol Mustain, corporate specialist, who agreed that the name could be changed as submitted. Please return a certified copy of the Amendment to this office. After the Amendment has been filed would you please also forward a Certificate of Good Standing to our office. Previously I enclosed a check in the amount of \$96.26 (\$35.00 Amendment filing fee, \$52.50 Certified Copy fee, \$8.75 Certificate Good Standing fee) to cover the cost of such.

Thank you for your cooperation in this matter.

Sincerely,



Robert E. Bone, Jr.

REBjr/gd
Enclosure

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
PURSUANT TO FLORIDA STATUTES 607.1001
OF
B & D INTERIOR DESIGN CENTER, INC.

The undersigned hereby avers and affirms:

1. The name of the corporation is B & D INTERIOR DESIGN CENTER, INC.

2. Article I of the Articles of Incorporation has been amended to read as follows:

ARTICLE I. NAME

1. The name of the corporation shall be:

B & D Interiors by Design, Inc.

2. The address of the principal office of this corporation shall be 434 S.E. 47th Terrace, Cape Coral, Florida, 33904, and the mailing address shall be the same.

3. This Amendment was adopted by all stockholders and directors of B & D Interior Design Center, Inc. on September 29, 1999, by written consent.

ATTEST:

B & D INTERIOR DESIGN
CENTER, INC.

BY [Signature]
JOAN C. JOHNSON
Secretary

BY [Signature]
WILLIAM R. JOHNSON, SR.
President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by WILLIAM R. JOHNSON, SR., as President, and JOAN C. JOHNSON, as Secretary, of B & D INTERIOR DESIGN CENTER, INC., who are personally known to me or who produced _____ as identification and who did take an oath.



Edie Purdy
Commission # CC 741339
Expires June 20, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

[Signature]
Notary Public

Edie Purdy

(Print or type name of Notary)

FILED
99 OCT -7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHAREHOLDERS' AND DIRECTORS' WRITTEN CONSENT
TO AMENDMENT OF ARTICLES OF INCORPORATION OF
B & D INTERIOR DESIGN CENTER, INC.

The undersigned being all of the directors and all of the shareholders of B & D Interior Design Center, Inc. entitled to vote with respect thereto, hereby consent to, authorize and adopted the following amendment to the Articles of Incorporation of B & D Interior Design Center, Inc.

SUBSTITUTE THE FOLLOWING ARTICLE IN PLACE AND INSTEAD OF ARTICLE I OF THE EXISTING ARTICLES OF INCORPORATION:

AMENDMENT

ARTICLE I - NAME


1. The name of the corporation shall be:

B & D INTERIORS BY DESIGN, INC.

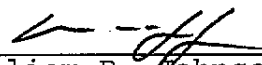
The address of the principal office of this corporation shall be 434 S.E. 47th Terrace, Cape Coral, Florida, 33904, and that mailing address shall be the same.

END OF AMENDMENT


IN WITNESS WHEREOF, the undersigned being all of the directors and shareholders of B & D Interior Design Center, Inc. have hereunto executed the above written consent to the amendment of Articles of Incorporation on this 29th day of September, 1999.




William R. Johnson, Sr.



William R. Johnson, Jr.



Brandon B. Johnson



Joan C. Johnson

FILED
99 OCT - 7 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA