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January 5, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
State Capitol
409 East Gaines Street
Tallahassee, FL 32399

800002391648--1
-01/06/98--01099--003
***125.50 ***125.50

Dear Sir/Madam:

Enclosed are an Application by Foreign Corporation for Authorization to Transact Business in Florida (in duplicate), a Certificate of Existence from the Delaware Secretary of State, and the \$125.50 filing fee to qualify Amelia Interior Design, Inc. in the State of Florida. Please return evidence of filing to me in the enclosed self-addressed stamped envelope, and call me should you have any questions.

Sincerely,

Claudia J. Taller
Legal Assistant

G:\DA\CJT\CORRES\8317.CJT

Enclosures

cc: Patrick J. Berry, Esq.

FILED
98 JAN -6 PM 3:45
TALLAHASSEE, FLORIDA

gj/6/98

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Amelia Interior Design, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words, or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 34-1605327
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/5/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this Application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1890 South 14th Street, Suite 130
Amelia Island, Florida 32034
(Current mailing address)
8. To engage in any lawful act or activity for which corporation may be organized in the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Richard Scholz
Office Address: 8 Marsh Hawk Road
Fernandino Beach, Florida, 32034
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Rita Scholz

Address: 8 Marsh Hawk Road

Fernandino Beach, Florida 32034

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Rita Scholz

Address: 8 Marsh Hawk Road

Fernandino Beach, Florida 32034

Vice President: Richard Scholz

Address: 8 Marsh Hawk Road

Fernandino Beach, Florida 32034

Secretary: Richard Scholz

Address: 8 Marsh Hawk Road

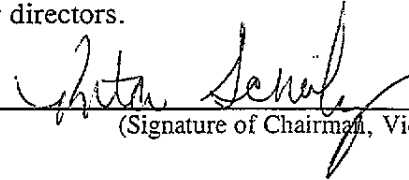
Fernandino Beach, Florida 32034

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

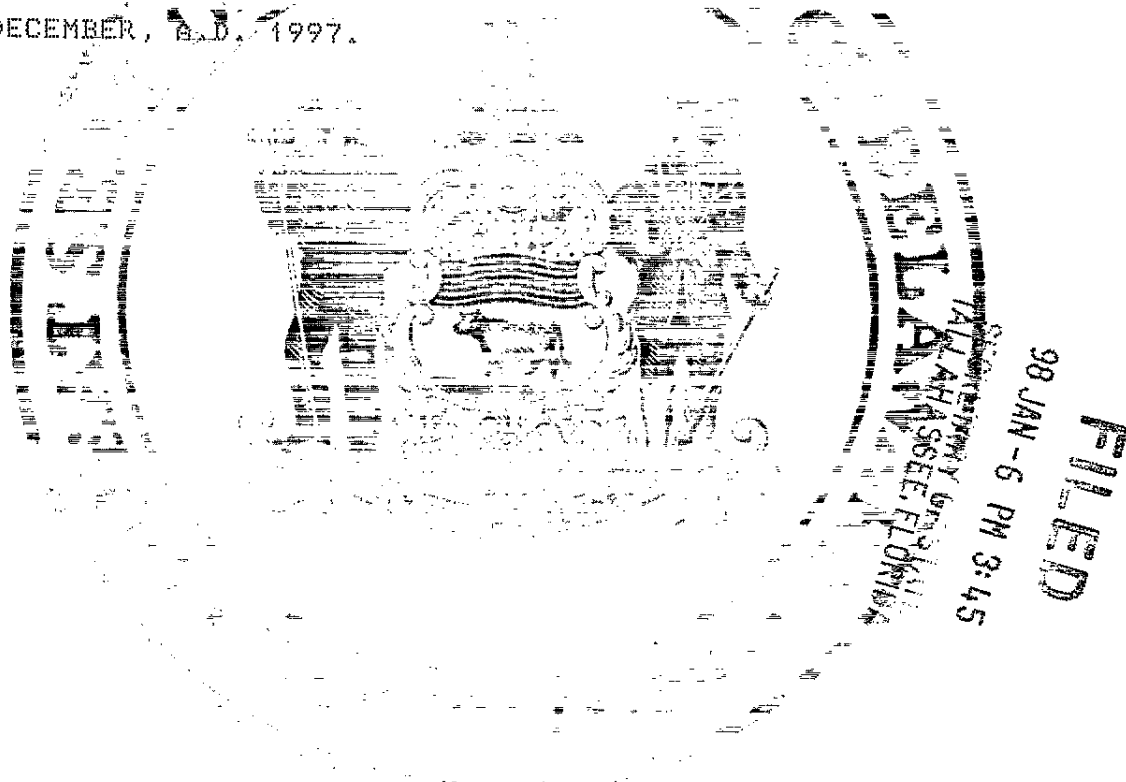
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Rita Scholz, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMELIA INTERIOR DESIGN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF DECEMBER, A.D. 1997.



FILED
98 JAN -6 PM 3:45
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2829364 8300

DATE:

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971415944