

L9600001301

CSO networks

PROFESSIONAL LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 181207 4320229

AUTHORIZATION : *Patricia Puyitt*

COST LIMIT : \$ 285.00

FILED
96 DEC 10 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 181207-005

CUSTOMER NO: 4320229

800007024698--1

CUSTOMER: Ms. Tracey Fraser
KILPATRICK & CODY

Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

DOMESTIC FILING

NAME: EWSH, L.C.

EFFECTIVE DATE:

ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

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96 DEC 10 AM 10:49
DIVISION OF CORPORATION

W96-25909
12-13-96
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EWSH, L.C.
Ref. Number: W96000025909

RESUBMIT

Please give original
submission date as file date.

We have received your document for EWSH, L.C.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 296A00055171

RECEIVED
6 DEC 13 PM 11:09
DIV OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

EWSH, L.C.

I.

The name of the Limited Liability Company is EWSH, L.C. (the "Company").

II.

The Company shall be formed at the time of the filing of these Articles of Organization with the Secretary of State and shall continue for a period of thirty (30) years from and after the date of filing, unless sooner terminated.

III.

The purpose for which the Company is organized is to engage in any or all lawful purposes for which limited liability companies may be organized under the Florida Limited Liability Company Act (the "LLC Act"), and the Company shall have all powers necessary to engage in such business, including, without limitation, the powers enumerated in the LLC Act or any amendment thereto.

IV.

The mailing address and street address of the Company's principal office is 4712 Fisher Island Drive, Fisher Island, Florida 33109.

V.

The address of the Company's registered office in the State of Florida is 4712 Fisher Island Drive, Fisher Island, Florida, 33109, and the name of its registered agent at such address is Edward G. Weiner.

VI.

Additional members may be admitted at such times and on such terms and conditions as are provided in the regulations of the Company (the "Regulations").

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, and upon the occurrence of any other event specified in the LLC Act or in the Regulations in effect from time to time which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company by the vote of remaining members holding not less than seventy percent (70%) of the membership interests, provided that there shall be at least two (2) remaining members.

VIII.

The Company shall be managed exclusively by one or more managers elected by the members. The number of managers of the Company is initially established at one (1) manager, which number may be increased or decreased from time to time as provided in the Regulations. A manager need not be a member of the Company. The name and address of the person who shall serve as initial manager of the Company until the first annual meeting of the members or until his successors are duly elected and qualified, is as follows:

Edward G. Weiner
4712 Fisher Island Drive
Fisher Island, Florida 33109

IX.

The Company shall, to the fullest extent permitted by the laws of the State of Florida in effect from time to time, indemnify and hold harmless its managers, officers, employees and agents.

X.

The Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed these Articles of Organization as of the 27 day of NOV, 1996.




Edward G. Weiner,
Organizer

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of BWSH, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$ 50,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ _____. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$ 700,000. This total includes amounts from 2 and 3 above.

This 27 day of Nov., 1996.


Edward G. Weiner,
Member and Manager

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BWSH, L.C.

2. The name and address of the registered agent and office is:

Edward G. Weiner
(Name)

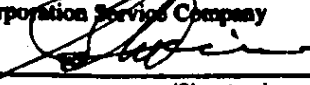
4712 Fisher Island Drive
(P.O. Box or Mail Drop Box NOT acceptable)

Fisher Island, Florida 33109
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Corporation Service Company

By: 
(Signature)

December 11, 1996
(Date)

96000001301

ACCOUNT NO. : 07210000032

REFERENCE : 313633 4320229

AUTHORIZATION : *Patricia Pizutti*

COST LIMIT : \$ ~~97.50~~ 105.00

ORDER DATE : March 31, 1997

ORDER TIME : 9:11 AM

ORDER NO. : 313633-010

CUSTOMER NO: 4320229

Name Change L.L.C.
400002180854--B

CUSTOMER: Ms. Tracey Fraser
Kilpatrick Stockton, Llp
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

97 APR -1 PM 4:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: EWSH, L.C.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT - NAME CHANGE TO PRESTIGE INTERIORS, L.C.

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

RECEIVED
97 APR -1 PM 12:14
DIVISION OF CORPORATION

4/1/97
CS
CS
CS

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
EWSH, L.C.

FILED
97 APR -1 PH 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is EWSH, L.C. (the "Company").
2. The date of filing of the Articles of Organization of the Company was December 10, 1996 and the Articles of Organization of the Company were assigned document number L96000001301.
3. The following amendment to the Articles of Organization of the Company was adopted by the Company:

Article I of the Articles of Organization of the Company is hereby deleted in its entirety and the following Article I is inserted in lieu thereof:

"I.

The name of the Limited Liability Company is Prestige Interiors, L.C. (the "Company")."

4. The foregoing amendment was adopted by the Company on March 28, 1997 to be effective as of April 1, 1997.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed this Certificate of Amendment this 28th day of March, 1997.



Edward G. Weiner