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ACCOUNT NO. : 072100000032

REFERENCE : 588771 83321A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : February 15, 2000

ORDER TIME : 11:24 AM

ORDER NO. : 588771-005

800003135839--4

CUSTOMER NO: 83321A

CUSTOMER: Pamela S. Mann, Legal Asst
HARVEY WADDELL & MONAHAN
HARVEY WADDELL & MONAHAN
101 North J Street, Suite 1

Lake Worth, FL 33460

DOMESTIC FILING

NAME: BROOKLEY WALLCOVERINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 1:43

RECEIVED
00 FEB 15 PM 12:10
DIVISION OF CORPORATIONS
TREASURER OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROOKLEY WALLCOVERINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 15 PM 1:43

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

ARTICLE I

The name of the corporation shall be BROOKLEY WALLCOVERINGS, INC.

ARTICLE II

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act or the laws of the United States.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time shall consist of ONE THOUSAND shares of (\$1.00) par value common stock, payable in lawful money of the United States of America, or in property, labor or services. The capital stock shall be sold, assigned, issued and transferred only in accordance with such by-laws as the corporation may from time to time make, change or alter, with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens or claims of

every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of the corporation shall be at 1768 16th Avenue North, Lake Worth, FL, 33460, and the name of the initial registered agent of the corporation at such address is KATHLEEN S. BROOKLEY.

The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices and establishments at other places in the State of Florida or in other states of the United States.

ARTICLE VI

The number of directors of this corporation shall be TWO (2) initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The name and address of each of the directors who, subject to the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Quitman Brookley, II	1768 16 th Avenue North Lake Worth, FL 33460

NAME
Kathleen S. Brookley

ADDRESS
1768 16th Avenue North
Lake Worth, FL 33460

ARTICLE VIII

The name and address of the incorporators are as follows:

NAME
William Quitman Brookley, II

ADDRESS
1768 16th Avenue North
Lake Worth, FL 33460

Kathleen S. Brookley

1768 16th Avenue North
Lake Worth, FL 33460

ARTICLE IX

The officers of this corporation shall be established and shall hold office as provided in the by-laws of this corporation.

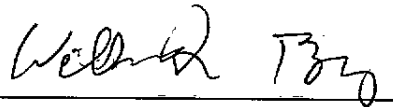
ARTICLE X

The regulation of the business and the conduct of the affairs of this corporation, and the provisions creating, dividing, limiting or otherwise affecting the powers of this corporation, and the fixing of compensation for the officers of this corporation whether such officers be directors or not, are vested in the Board of Directors, whose powers are set forth in the Articles of Incorporation and in the By-laws of this corporation. Authority to alter, amend, change or otherwise affect these Articles of Incorporation, the affairs of the corporation, or in any way to change the nature of the organization, the personnel, or the conduct of the business shall be granted by and through the power set forth in these Articles of Incorporation and in the By-laws of this corporation and as provided by law.

ARTICLE XI

Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 11th day of February, 2000.

 (SEAL)
WILLIAM QUITMAN BROOKLEY, II
Incorporator

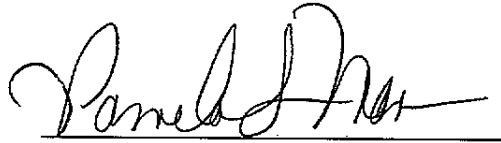
 (SEAL)
KATHLEEN S. BROOKLEY
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, WILLIAM QUITMAN BROOKLEY, II and KATHLEEN S. BROOKLEY, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this 17th day of February, 2000.



Notary Public

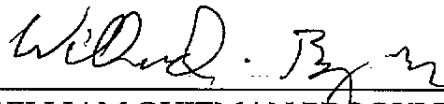
My Commission expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BROOKLEY WALLCOVERINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1768 16th Avenue North, Lake Worth, FL 33460, does hereby designate 1768 16th Avenue North, Lake Worth, FL 33460, as its registered office and designates KATHLEEN S. BROOKLEY as its registered agent at said address to accept service of process within this state.



WILLIAM QUITMAN BROOKLEY, III
Incorporator



KATHLEEN S. BROOKLEY
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGMENT:

00 FEB 15 PM 1:43

Having been named registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


KATHLEEN S. BROOKLEY
Registered Agent