

*P00000021388*  
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EST. 1899

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February 22, 2000

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

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-02/24/00--01072--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Pearce Office Interiors, Inc.**  
**Our File No. 15257**

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation for filing. Our check in the amount of \$78.75 is enclosed for the filing fees.

Please return a certified copy of the articles to me.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS

*Dorothy Pearce*  
Dorothy E. Pearce  
Paralegal

dep  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
PEARCE OFFICE INTERIORS, INC.**

**ARTICLE I**

The name of this corporation is **PEARCE OFFICE INTERIORS, INC.** Its principal place of business is 4795 Beige Street, Jacksonville, FL 32258.

**ARTICLE II**

This corporation is organized for the purpose of conducting lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III**

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

**ARTICLE V**

The initial registered office of this corporation in the State of Florida is 4975 Beige Street, Jacksonville, FL 32258, and the name of the initial registered agent of this corporation at that address is John E. Pearce. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### **ARTICLE VI**

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation are:

NAME

ADDRESS

John E. Pearce

4975 Beige Street  
Jacksonville, FL 32258

#### **ARTICLE VII**

The name and address of the Incorporator of this corporation are:

NAME

ADDRESS

John E. Pearce

4975 Beige Street  
Jacksonville, FL 32258

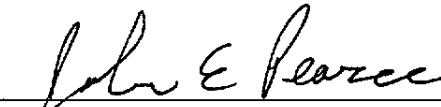
#### **ARTICLE VIII**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

#### **ARTICLE IX**

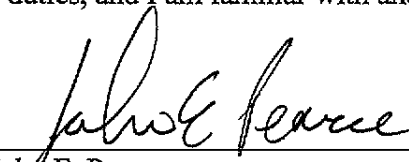
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 18 day of February, 2000.

  
\_\_\_\_\_  
John E. Pearce

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

Date: 2/18/00

  
\_\_\_\_\_  
John E. Pearce