P00000055369

SCHWARZ, KAHLE & KELLER, P.A.

Attorneys at Law

Gary A. Kahle
Board Certified Real Estate Lawyer
Stephen deH. Schwarz
Board Certified Wills, Trusts
and Estates Lawyer
Pamela D. Keller
Trial Practice
Also admitted in NY & NJ

21229 Olean Blvd., Suite B
Port Charlotte, FL 33952
Telephone (941)625-4158
Facsimile (941)625-5460

May 25, 2000

400003271124--0
-05/31/00--01004--010
*****78.75 *****78.75

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: **HOME SHOWCASE INTERIORS, INC.**

EFFECTIVE DATE
06-01-00

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-captioned contemplated corporation. Enclosed also is our check in the amount of $78.75 to cover the filing fees and a certified copy of the enclosed Articles.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE & KELLER, P.A.

By: Gary A. Kahle

FILED
00 MAY 30 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAK:th[00.163]
Enclosures

gk 6/8

FILED
00 MAY 30 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOME SHOWCASE INTERIORS, INC.

ARTICLE I - NAME

The name of this corporation is **HOME SHOWCASE INTERIORS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on June 1, 2000.

EFFECTIVE DATE
06-01-00

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR ($1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this corporation and the mailing address of this corporation is: 25173 Marion Avenue, Punta Gorda, Florida 33950.

VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's initial registered office and the name of its initial registered agent at that office is

Lorie Irons 25173 Marion Avenue
Punta Gorda, FL 33950

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws. The names and addresses of the initial directors of this corporation are:

Lorie Irons 25173 Marion Avenue
Punta Gorda, FL 33950

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Lorie Irons 25173 Marion Avenue
Punta Gorda, FL 33950

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of May, 2000.

LORIE IRONS

FILED
00 MAY 30 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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 that 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.

LORIE IRONS