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STEPHANIE A. REINICKE, P.A.

ATTORNEY AT LAW

SUITE 803

1800 SECOND STREET

SARASOTA, FLORIDA 34236

PH. 941-366-1630

FAX 941-366-0693

BOARD CERTIFIED IN REAL ESTATE

ALSO ADMITTED IN COLORADO

June 5, 2000

Florida Department of State  
Division of Corporations  
P. O. Box 5327  
Tallahassee, Florida 32314

Re: Bath & Kitchen Solutions, Inc.

Ladies/Gentlemen:

Enclosed are Duplicate Articles of Incorporation of Clematis Corp., a Florida corporation. Also enclosed a check in the amount of \$87.50 representing the filing and certified copy fee. Please file the Articles of Incorporation and return a certified copy to my office.

Please do not hesitate to contact this office should you have any questions.

Very truly yours,

  
Stephanie A. Reinicke

/sar

Enclosures

6/14  
Informed client by letter  
I corrected the spelling of  
Solutions in Art. I.

FILED  
JUN - 7 PM 6:13  
TALLAHASSEE, FLORIDA  
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S. Thompeon JUN 14 2000

ARTICLES OF INCORPORATION  
OF

BATH & KITCHEN SOLUTIONS, INC.,  
A Florida Corporation

FILED  
00 JUN -7 PM 6:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
NAME

The name of this Corporation is BATH & KITCHEN SOLUTIONS, INC., a Florida corporation.

Article II  
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III  
NATURE OF BUSINESS

This Corporation is organized for the following purpose:  
To engage in any and all lawful business.

Article IV  
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any

other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V  
Principal Office

The principal office and mailing address of this corporation shall be 2447 Calamonga Lane, Sarasota, FL 34239.

ARTICLE VI  
Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock.

ARTICLE VII  
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII  
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until their successor(s) are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
GLEN MACK	2447 Calamonga Lane Sarasota, FL 34239

ARTICLE IX  
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street Suite 803 Sarasota, FL 34236

ARTICLE X  
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 5<sup>th</sup> day of June, 2000.

  
STEPHANIE A. REINICKE

FILED  
00 JUN -7 PM 6:13  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

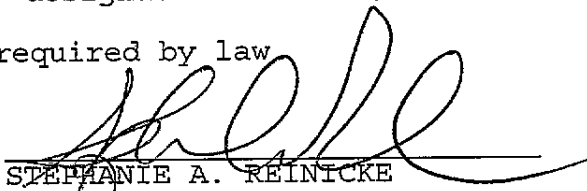
STATE OF FLORIDA     )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2000, by STEPHANIE A. REINICKE, who is personally known to me or who produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public Signature  
Printed Name \_\_\_\_\_  
My commission expires: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law

  
\_\_\_\_\_  
STEPHANIE A. REINICKE  
Registered Agent