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FILED

August 8, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Please file the enclosed articles of incorporation and certificate of designation of registered agent/office. Enclosed is:

- An original Articles of Incorporation
- Two copies of the Articles of Incorporation
- An original Certificate of Designation of Registered Agent/Office
- A check in the amount of \$131.25

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****131.25 *****87.50

Optional services requested:

- Please provide a *certified copy* of the articles of incorporation and *certificate* of incorporation.

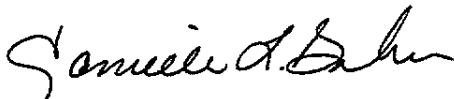
Corporate Name: Camille Lavender Distinctive Finishes Studio, Inc.

Incorporator's name: Camille L. Brinkman
Address: Camille Lavender Distinctive Finishes Studio, Inc.
5348 Lake Bluff Terrace
Lake Forest, Florida 32771

Daytime phone: 407-324-3140

Please send responses or receipts concerning this filing to the above address.

Thank you very much.



Camille L. Brinkman

Pat 8/17/00

ARTICLES OF INCORPORATION
OF
Camille Lavender Distinctive Finishes Studio, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1

The name of the Corporation is: Camille Lavender Distinctive Finishes Studio, Inc.

Article 2

The principle place of business and mailing address of this corporation is:
5348 Lake Bluff Terrace, Lake Forest, Florida 32771.

Article 3

The corporation is authorized to issue one class of stock, that being 100,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4

The name and address of the corporation's initial registered agent is:
Camille L. Brinkman 5348 Lake Bluff Terrace, Lake Forest, Florida 32771.

Article 5

The name and address of the incorporators of this incorporation are:
Camille L. Brinkman, 5348 Lake Bluff Terrace, Lake Forest, Florida 32771
R. Michelle Olaker, 5348 Lake Bluff Terrace, Lake Forest, Florida 32771
David W. Brinkman, 5348 Lake Bluff Terrace, Lake Forest, Florida 32771

Article 6

No Director shall be held liable to the corporation or it's shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

Article 7

This corporation shall have three (3) Directors, initially. The number of Directors may be increased from time to time by the bylaws adopted by the shareholders, but shall never be less than one (1).


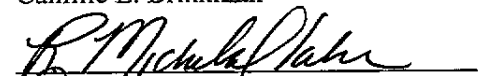
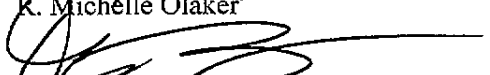
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Article 8

The name and address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the bylaws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Camille L. Brinkman	President	5348 Lake Bluff Terrace Lake Forest, Florida 32771
R. Michelle Olaker	Vice-President	5348 Lake Bluff Terrace Lake Forest, Florida 32771
David W. Brinkman	Secretary/ Treasurer	5348 Lake Bluff Terrace Lake Forest, Florida 32771

In witness whereof, we, the undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this Certificate and we have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.


Camille L. Brinkman

R. Michelle Olaker

David W. Brinkman

STATE OF FLORIDA)

SS:



Dawn D Tallent
My Commission CC777851
Expires September 23, 2002

COUNTY OF SEMINOLE)

PERSONALLY APPEARED BEFORE ME, the undersigned authority, R. Michelle Olaker, David W. Brinkman and Camille L. Brinkman, know to me to be the persons making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be their act and deed for the uses and purposes therein set forth and expressed.

SWORN AND SUBSCRIBED TO before me, this 9th day of August, 2000.

My commission expires:

Sept. 23, 2002


Notary Public

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

FILED
00 AUG 11 PM 2: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

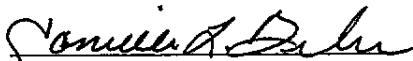
Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

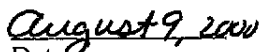
1. The name and address of the corporation's registered agent and registered office is:

Name: Camille L. Brinkman

Address: Camille Lavender Distinctive Finishes Studio, Inc.
5348 Lake Bluff Terrace
Lake Forest, Florida 32771

Having been named as the 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 the 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.


Camille L. Brinkman
Registered Agent


Date