

LAW OFFICES OF
GRACE ANNE GLAVIN, P.A.
ATTORNEY AND COUNSELOR AT LAW

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December 20, 2000

P01000001039

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

Re: **Articles of Incorporation for:**
WALLFLOWERS DESIGN CENTER, INC.

EFFECTIVE DATE
12-19-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 26 AM 7:26

FILED

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for WALLFLOWERS DESIGN CENTER, INC., together with our firm's check in the amount of \$87.50 for the filing fee (\$70.00); certified copy (\$8.75) and Certificate of Good Standing (\$8.75).

Kindly file the original Articles of Incorporation and return a file-stamped copy to our office in the stamped, self-addressed envelope provided.

Thank you for your cooperation.

Very truly yours,


Grace Anne Glavin, Esquire

GAG/vlj

Enclosures

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-12/27/00--01015--024
*****87.50 *****87.50

Rec'd - 12-26-00

Grace Glavin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art II
DATE 1-3-01
DOC. EXAM BR

F. CHESLER JAN 4 2000

ARTICLES OF INCORPORATION

FOR

WALLFLOWERS DESIGN CENTER, INC.

The Undersigned, acting as incorporators of this business corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Business Corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

Article I - Name of Corporation

The name of the corporation shall be WALLFLOWERS DESIGN CENTER, INC.

Article II - Term of Existence

EFFECTIVE DATE
12-19-00

This corporation shall begin its corporation existence as of the 19th day of December, 2000, and shall exist perpetually.

Article III - General Purpose

The general purpose for which this corporation is organized shall be retail sale of wallpaper; fabrics; area rugs; mirrors (framed); small occasional furnishings such as chairs, tables and Bombay chests; antiques; lamps; home accessories; pre-made flower arrangements; drapery hardware and related items and all things in connection therewith that are related under the laws of the State of Florida. The business of the corporation shall be limited to the foregoing activities.

Article IV - Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Article V

Registered Office, Registered Agent and Principal Office

The street address of the initial Registered Office of the corporation in the State of Florida will be 1340 Tusawilla Road, Suite 106, Winter Springs, Florida 32708, and the name of the initial Registered Agent at such address is GRACE ANNE GLAVIN.

The street address of the Principal Office of the corporation is 215 Chestnut Ridge Street, Winter Springs, Florida 32708-4343.

Article VI - Directors and Incorporation

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time with by-laws adopted by the shareholders, but shall never be less than one (1).

The names and addresses of the incorporator of this corporation and the initial member of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and are qualified are:

Name
Cathy E. Conochalla

Address
215 Chestnut Ridge Street
Winter Springs, Florida 32708

Article VII - Amendment to Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

Article VIII - Indemnification

The corporation shall indemnify any incorporator, officer or director, of any former incorporator, officer or director, to the full extent permitted by law.

THE WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Winter Springs, Florida this 18th day of December, 2000.

Cathy E. Conochalla
Cathy E. Conochalla

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Cathy E. Conochalla who has produced FL Driver License as identification and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of December, 2000.

[Signature]
Notary Public State of Florida
My Commission expires:



Grace Anne Glavin
MY COMMISSION # CC848178 EXPIRES:
June 21, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

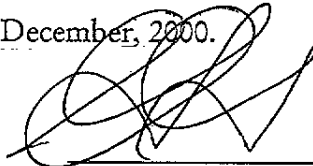
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091, Florida Statutes, the following is submitted in compliance with said Act; that WALLFLOWERS DESIGN CENTER, INC. desiring to organize under the Laws of the State of Florida, with its principal place of business at Winter Springs, Florida, has named GRACE ANNE GLAVIN, located at 1340 Tusawilla Road, Suite 106, Winter Springs, Florida, as its Agent to accept service of process within Florida.

Acknowledgment

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 18th day of December, 2000.



Grace Anne Glavin

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 26 AM 7:26

FILED