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A PROFESSIONAL ASSOCIATION

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January 31, 2001

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Susan Hritz Interiors, Inc.

Dear Sir/Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above referenced corporation. I am also enclosing a check in the amount of \$78.75 to cover the filing fee and a certified copy. Please return the certified copy of the articles to our office at the above address.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Kathy Zampella

Kathy Zampella
Legal Assistant

/klz
Enclosures

01 FEB -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SUSAN HRITZ INTERIORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be SUSAN HRITZ INTERIORS, INC.

Section 1.2 Principal Office and Place of Business. The principal office of the corporation shall be located at 923 SOUTH ORANGE AVENUE, SARASOTA, FL. 34236, with a post office address which is the same as the location of the principal office. The principal place of business of the corporation shall be the same as the principal office. The corporation may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may determine.

Section 1.3 Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be BRADLEY W. HOGREVE, ESQ. The street address of the Registered Agent, which shall be the Registered Office, shall be 3700 S. TAMiami TRAIL, SUITE 201, SARASOTA, FL 34239

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2 Commencement of Corporate Existence. The corporation's existence shall commence on the same date as the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers

enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV AUTHORIZED SHARES

Section 4.1 Class, Number and Par. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

Section 5.3 Directors. The number of directors constituting the initial Board of Directors shall be ONE (1), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of each initial member of the Board of

Directors, who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

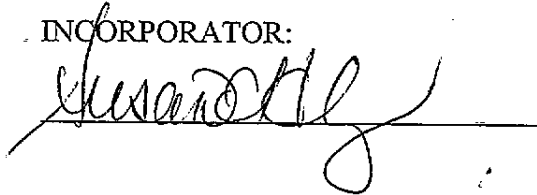
SUSAN HRITZ.
923 S. ORANGE AVENUE
SARASOTA, FL 34236

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows:

SUSAN HRITZ
923 ORANGE AVENUE
SARASOTA, FL 34236

IN WITNESS WHEREOF, the undersigned executed this instrument this 29th day of January, 2000.

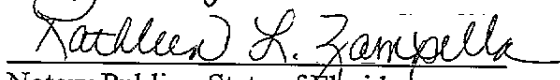
INCORPORATOR:



STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared Susan Hritz, who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

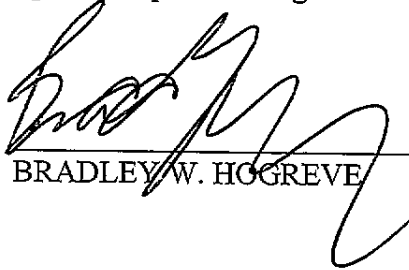
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 29 day of January 2000.


Notary Public - State of Florida
My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


BRADLEY W. HOGGREVE

FILED
01 FEB -5 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA