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January 31, 2001

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

Re: Articles of Incorporation  
JOHN RIMA DESIGN, INC.

To Whom It May Concern:

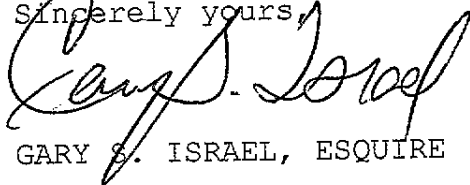
Enclosed please find Articles of Incorporation and a check in the amount of \$128.75 for the filing fee for the above-noted business entity.

Also enclosed is a Certificate of Domestication for John Rima Design Ltd., Inc., a foreign corporation located in the state of New York.

The filing of the Articles of Incorporation for JOHN RIMA DESIGN, INC. herewith effectively dissolves the New York corporation and re-establishes the corporation under its new name in Florida.

If you have any questions, please do not hesitate to contact me at your earliest convenience.

Sincerely yours,

  
GARY S. ISRAEL, ESQUIRE

GSI/p  
Enclosures  
cc: Mr. John Rima

FILED  
2001 FEB -5 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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\*\*\*\*128.75 \*\*\*\*128.75

182/4/01

**CERTIFICATE OF DOMESTICATION**

The undersigned, John Rima, President,  
 (Name) (Title)

of John Rima Design Ltd, Inc. a foreign Corporation,  
 (Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was March 19, 1987.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was John Rima Design Ltd, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is John Rima Design, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Florida.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of John Rima Design Ltd, Inc.  
 and am authorized to sign this certificate of Domestication on behalf of the corporation and have done  
 so this the 30<sup>th</sup> day of January, 2001.

[Signature]  
 (Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION  
OF  
JOHN RIMA DESIGN, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator to these articles of incorporation hereby form a corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I  
Name**

The name of the Corporation is: JOHN RIMA DESIGN, INC.

**ARTICLE II  
Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III  
Nature of Business**

The Corporation is organized to engage in every aspect of the business of interior design and is authorized to render, and to engage in any and all other lawful business.

**ARTICLE IV  
Capital Stock**

The Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as common shares with voting privileges.

**ARTICLE V  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 324 Royal Palm Way, Suite 227, Palm Beach, Florida 33480, and the name of its

initial registered agent at such address is John Rima.

**ARTICLE VI**  
**Directors**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial directors of the Corporation who shall serve until successors are duly elected and qualified are:

<b>Name</b>	<b>Address</b>
John Rima	324 Royal Palm Way, Ste. 227 Palm Beach, FL 33480

**ARTICLE VII**  
**Principal Place of Business**

The principal place of business of this Corporation shall be 324 Royal Palm Way, Suite 227, Palm Beach, Florida 33480 and this shall be its mailing address. The board of directors may from time to time move the place of business of this Corporation.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<b>Name</b>	<b>Address</b>
John Rima	324 Royal Palm Way, Ste. 227 Palm Beach, FL 33480

**ARTICLE IX**  
**Voting Trusts**

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of this shares.

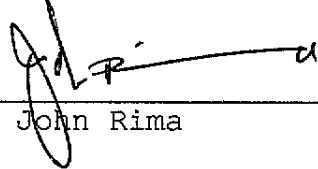
**ARTICLE X**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

**ARTICLE XI**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these articles of incorporation this 30<sup>th</sup> day of January, 2001.


  
\_\_\_\_\_  
John Rima

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me this 30<sup>th</sup> day of January, 2001, by John Rima, as incorporator.

Fla D/L - R560-460-39-133-0  
Personally known

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

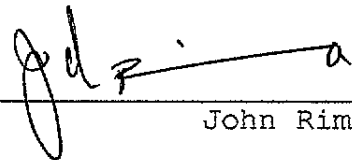


Gary S. Israel  
Commission # CG 872414  
Expires Oct. 28, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc

**ACCEPTANCE OF REGISTERED AGENT**

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 30<sup>th</sup> day of January, 2001

  
\_\_\_\_\_  
John Rima

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TALLAHASSEE FLORIDA