

PD10000018124

Jacksonville Beach, Florida

February 14, 2001

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*****78.75 *****78.75

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

EFFECTIVE DATE
03/01/01

Dear Ms. Harris;

Enclosed please find two copies of the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 78.75 to cover the filing fee, certified copy charge, and designation of registered agent.

Please certify the second copy and return to the following address:

Robert M. Perlberg
730 Beach Blvd.
Jacksonville Beach, FL 32250

Sincerely,

Robert M. Perlberg

Enclosures:

FILED
01 FEB 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
2/19

(8)

EFFECTIVE DATE
03/01/01

ARTICLES OF INCORPORATION
OF
HOME AND GARDEN DECOR, INC.

FILED
01 FEB 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The undersigned incorporator, being of full age, for the purpose of forming a corporation, pursuant to and in conformity with the laws of the State of Florida, does hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation, as follows to-wit:

ARTICLES I.

The name of the corporation shall be HOME AND GARDEN DECOR, INC., hereinafter called the Corporation.

ARTICLE II.

The term for which this Corporation shall exist shall be perpetual. The existence of this corporation shall commence on March 01, 2001..

ARTICLE III.

The general purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, under the Florida General Corporation Act. The Corporation shall engage in the sale of home and garden furniture and furnishings.

ARTICLE IV.

The aggregate number of shares of capital stock which this Corporation is authorized to issue is 100 shares of common stock, all of which shall have a par value of \$1.00 per share.

ARTICLE V.

The initial street address of the registered office of this Corporation in the State of Florida is 730 Beach Blvd, Jacksonville Beach, Florida 32250 and the name of its initial Registered Agent at such address is Robert M. Perlberg.

ARTICLE VI.

The Corporation shall have a minimum of two directors. The names and street addresses of the members of the First Board of Directors of this Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death are:

NAME -----	STREET ADDRESS and CITY -----
Robert M. Perlberg	730 Beach Blvd. Jacksonville Beach, FL 32250
Milca Schwab	730 Beach Blvd. Jacksonville Beach, FL 32250

ARTICLE VII.

The name and street address of the incorporator and the person signing these Articles of Incorporation as the subscriber hereof is: Robert M. Perlberg, 730 Beach Blvd., Jacksonville Beach, FL 32250.

Upon the filing of these Articles of Incorporation with the Department of State of the State of Florida, all rights of said incorporators shall be deemed to have been assigned unto the above named directors, and any powers existing in, or liability of, said incorporator shall terminate and said incorporator shall have no further interest in said corporation.

ARTICLE VIII.

The following provisions are in furtherance and not in limitation of the powers granted to this Corporation under the laws of the state of Florida.

1. Without action by the stockholders, any or all of the shares of stock of this Corporation may be issued by the Corporation from time to time by the Board of Directors (hereinafter called the Board) of the Corporation, and any and all such shares to be issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.
2. No holder of shares of common stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.
3. The amount of capital with which the Corporation will begin business shall not be less than One Hundred Dollars (\$100.00), which amount shall be subscribed for and paid for before the Corporation shall transact any business; and all or any part of the

capital stock of the Corporation may be payable or issued for the purchase of property, good will, labor or services at a just valuation thereof to be fixed by the Board of this Corporation at its first meeting or at a meeting called for that purpose.

4. The board is expressly authorized to make, alter and amend the By-Laws of the Corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of the Corporation.
5. The Corporation may, in its By-Laws, confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.
6. Both stockholders and the Board shall have power, if the By-Laws so provide, to hold their meeting and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statute) outside of the State of Florida at such places as may from time to time be designated by the Board.
7. Election of directors need not be by ballot unless the By-Laws so provide.
8. The Board shall have power to repeal the By-Laws of the Corporation. In addition to the powers and authorities herein and by statute expressly conferred upon it, the Board may exercise all such power and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the By-Laws of this corporation.

ARTICLE IX.

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X.

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any transaction with the Corporation without regard to the fact that he is also a director of such subsidiary or corporation.

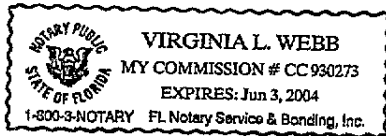
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS HEREOF, the undersigned, being the incorporator herein before named, for the purpose of forming a Corporation to do business, both within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 14 day of February, 2001.

Moore
Witness

Robert M. Perlberg
Robert M. Perlberg

Sworn to and subscribed before me
this 14 day of February, 2001.



Virginia L. Webb
Notary Public, State of Florida
P.K.

REGISTERED AGENT

Home and Garden Decor, Inc.

FILED
01 FEB 16 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted.

That HOME AND GARDEN DECOR, INC., desiring to qualify under the laws of the State of Florida, with its principal office at 730 Beach Blvd., Jacksonville Beach, Florida 32244 has named Robert M. Perlberg at such address as its Registered Agent to accept service of process within the State of Florida.

By: 

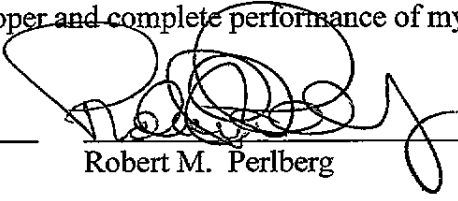
(Corporate Signature)

President

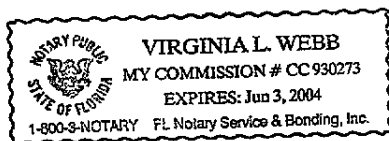
(Title)

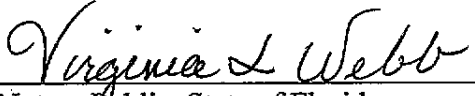
Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Witness


Robert M. Perlberg

Sworn to and subscribed before me
this 14 day of February, 2001.




Notary Public, State of Florida

P.K.