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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)791-3109

FLORIDA PROFIT CORPORATION OR P.A.

WINSOME DESIGNS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 23 2001

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Winsome Designs, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
1190 N.E. 86th Street.
Miami, Florida 33138

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17100 N.E. 19th Avenue, North Miami Beach, Florida 33162 and the name of the initial registered agent of this corporation at that address is Rapid Corporate Supplies, Inc., a Florida Corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director are:

Winsome Bolt, 1190 N.E. 86th Street, Miami, FL 33138

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Rapid Corporate Supplies, Inc., a Florida Corporation
17100 N.E. 19th Avenue
North Miami Beach, Florida 33162

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ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation Shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 22, 2001.

Rapid Corporate Supplies, Inc.
by Mark Jackson, Vice-President




Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Winsome Designs, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Rapid Corporate Supplies, Inc., a Florida corporation, located at 17100 N.E. 19th Avenue, North Miami Beach, Florida, as its agent to accept service of process within Florida.

Dated: February 22, 2001



Mark Jackson, Incorporator

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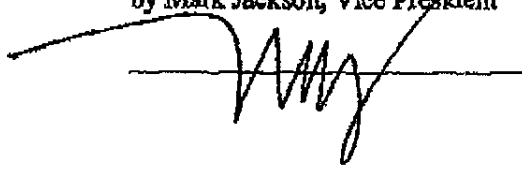
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Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 22, 2001

Rapid Corporate Supplies, Inc.
by Mark Jackson, Vice President



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