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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

DESIGN SOURCE LIMITED, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

DESIGN SOURCE LIMITED, INC.

ARTICLE I

The name of the Corporation shall be:

DESIGN SOURCE LIMITED, INC.

The principal place of business of this Corporation shall be:

3304-3306 Griffin Road
Dania, Florida 33312

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The purpose of the Corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share which shall be designated as common shares.

ARTICLE V

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote. Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

Prepared by:
Ross Rosenberg, Esq.
Fla. Bar No. 212229
9100 S. Dadeland Boulevard
One Darran Center, Suite 910
Miami, Florida 33156
(305) 670-1010

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ARTICLE VI

The name and street address of the Initial Registered Agent of the Corporation shall be as follows:

ROSS ROSENBERG, ESQ.
9100 South Dadeland Boulevard, Suite 910
Miami, Florida 33156

ARTICLE VII

The Corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that they are or were a director, officer, employee or agent of the Corporation to the full extent permitted by Florida Statute {607.0850.

ARTICLE VIII

This Corporation shall have one (1) director initially. The number of directors may either be increased or decreased, from time to time, by the By-Laws, adopted by the Corporation. The name and street address of the initial member of the Board of Directors is:

BRYAN KIRKLAND
3304-3306 Griffin Road
Dania, Florida 33312

ARTICLE IX

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

ARTICLE X

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation or until their successors are elected or appointed are:

BRYAN KIRKLAND	President, Treasurer, Secretary,
3304-3306 Griffin Road	
Dania, Florida 33312	

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation is:

BRYAN KIRKLAND
3304-3306 Griffin Road
Dania, Florida 33312

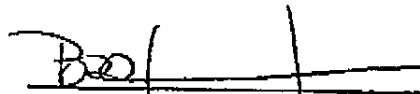
ARTICLE XIII

The stock of this Corporation is intended to qualify under the requirements of {1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

The existence of the Corporation shall begin on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21 day of MARCH, 2001.


BRYAN KIRKLAND

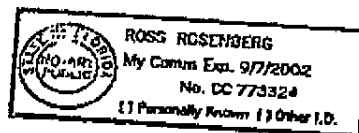
STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI- DADE)

SWORN TO AND SUBSCRIBED before me this 21 day of MARCH, 2001, by BRYAN KIRKLAND, who is personally known to me and who did take an oath.


NOTARY PUBLIC

ROSS ROSENBERG
(Print or type name of Notary)

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of {607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

DESIGN SOURCE LIMITED, INC.

2. The name and address of the Registered Agent and office is:

ROSS ROSENBERG, ESQ.
9100 South Dadeland Boulevard, Suite 910
Miami, Florida 33156

DESIGN SOURCE LIMITED, INC.

By: Bryan Kirkland

BRYAN KIRKLAND, President

Dated: 03/21/01

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ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: Ross Rosenberg

ROSS ROSENBERG, ESQ.

Dated: 3/21/01

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