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MARGARET A. WHARTON, P.A.
ATTORNEY AT LAW

KIM M. BEOHLER
PARALEGAL

TELEPHONE
(407) 365-7193
FAX
(407) 366-0776

STREET ADDRESS
456 SOUTH CENTRAL AVENUE
OVIEDO, FLORIDA 32765

MAILING ADDRESS
POST OFFICE BOX 621172
OVIEDO, FLORIDA 32762-1172

March 28, 2001

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Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Decor de France, Inc.

To Whom It May Concern:

FILED
2001 APR -2 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I have enclosed the original and a copy of the Articles of Incorporation of Decor de France, Inc. along with our check in the amount of \$87.50 for the following filing fees:

| | |
|---|----------|
| • Filing fee for Articles of Organization | \$ 35.00 |
| • Designation of Registered Agent | \$ 35.00 |
| • Certified Copy | \$ 8.75 |
| • Certificate of Status | \$ 8.75 |

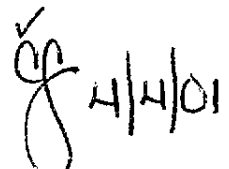
Please return the certified copy and certificate of status to our office at the address above.

Thank you for your attention to this matter.

Yours very truly,


Tonya Berger
Legal Secretary

TB:nn
Enclosures: as noted



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

DECOR de FRANCE, INC.

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certifies:

ARTICLE I

NAME

The name of the corporation is DECOR de FRANCE, INC. The principal office is located at 28A South Boulevard of the Presidents, Sarasota, Florida 34236, and the mailing address of this corporation is: 28A South Boulevard of the Presidents, Sarasota, Florida 34236.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this corporation is to sell retail merchandise and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be divided into One Thousand (1000)

shares of common stocks with a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation is JEAN E. CARRAWAY. The street address of the registered office of this corporation is: 28A South Boulevard of the Presidents, Sarasota, Florida 34236.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2)

to-wit:

EDWARD H. CARRAWAY, 7727 Westmoreland Drive, Sarasota, FL 34243

JEAN E. CARRAWAY, 7727 Westmoreland Drive, Sarasota, FL 34243

ARTICLE VII

INITIAL OFFICERS

The initial officers of this corporation shall be:

JEAN E. CARRAWAY - President, Secretary and Treasurer

EDWARD H. CARRAWAY - Vice President

ARTICLE VIII

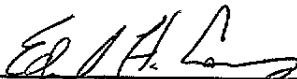
INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation are:

EDWARD H. CARRAWAY, 7727 Westmoreland Drive, Sarasota, FL 34243

JEAN E. CARRAWAY, 7727 Westmoreland Drive, Sarasota, FL 32743

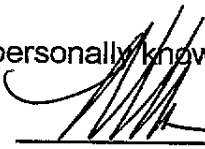
IN WITNESS WHEREOF, the subscribers to these Articles of Incorporation have
set their hands and seals this 21st day of March, 2001.


EDWARD H. CARRAWAY

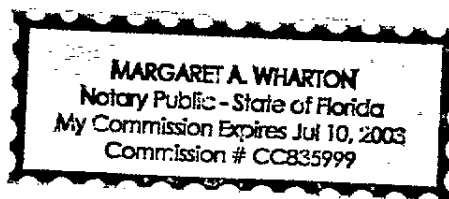

JEAN E. CARRAWAY

STATE OF FLORIDA
COUNTY OF SEMINOLE

THIS INSTRUMENT was sworn to and acknowledged before me by EDWARD H.
CARRAWAY and JEAN E. CARRAWAY, his wife, on the 21st day of March, 2001. to
be their free and voluntary act, and they are personally known by me.


NOTARY PUBLIC-STATE OF FLORIDA

(SEAL)



FILED

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

2001 APR -2 PM 2:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the corporation at the place designated in these Articles of Incorporation as the registered office of said corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.


JEAN E. CARRAWAY