

P01000046131

Goodman & Breen

ATTORNEYS AT LAW

Dorothy M. Breen*
Nancy J. Gibbs
Kenneth D. Goodman*

3838 Tamiami Trail North, Suite 300
Naples, Florida 34103
(941) 403-3000
Fax (941) 403-0010

*Board Certified Attorney in
Wills, Trusts & Estates Law

May 2, 2001

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Richlin Interiors-McGlynn Interiors, Inc.

500004134665--6
-05/03/01--01126--025
*****78.75 *****78.75

Dear Sir:

Enclosed for the above-referenced corporation are the Articles of Incorporation and a check in the amount of \$78.75, representing the appropriate filing fees for the Articles of Incorporation and Acceptance (Designation) of Registered Agent, and issuance of certified copy of same, payable to the Florida Department of State. Please have the Articles filed expeditiously.

Please notify the undersigned upon completion of the above by returning the enclosed Articles, file stamped. If for any reason the above is not acceptable for filing, please advise the undersigned by telephone at (941) 403-3000.

Thank you for your assistance in this matter.

Sincerely,

M. Osburn

Manetta Osburn, Legal Assistant to
Dorothy M. Breen

FILED
01 MAY -3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures.

manetta GAVE
AUTHORIZATION BY PHONE TO
DIRECT *articles*
DATE *5/8/01*
DOC. EXAM *Dale White*

D. WHITE MAY - 8 2001 H✓

FILED

01 MAY -3 PM 3:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
RICHLIN INTERIORS-McGLYNN INTERIORS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name and mailing address of the corporation are:

RICHLIN INTERIORS-McGLYNN INTERIORS, INC.
1266 Cobia Court
Naples, Florida 34102

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock of the par value of One Dollar (\$1.00) each. The corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor. No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise.

Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

The name and address of its initial registered agent and office are:

GOODMAN & BREEN, P.A.
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE VI

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The corporation shall have four (4) directors initially, and the names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jean M. McGlynn	44 Academy Street Skaneateles, New York 13152
John P. McGlynn	44 Academy Street Skaneateles, New York 13152
Richard D. Corbett	1266 Cobia Court Naples, Florida 34102
L. Maxine Corbett	1266 Cobia Court Naples, Florida 34102

ARTICLE VII

The name and address of the incorporator are:

GOODMAN & BREEN, P.A.
3838 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE VIII

The corporation shall commence its existence on May 1, 2001.

DATED: May 2, 2001.

GOODMAN & BREEN, P.A.
A FLORIDA PROFESSIONAL ASSOCIATION

By: _____

Dorothy M. Breen, Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of May, 2001, by Dorothy M. Breen, as Vice President of Goodman & Breen, P.A., a Florida professional association, on behalf of the Association. She is personally known to me, and she did take an oath.

NOTARY PUBLIC:

Sign

Manetta Osburn

Print

MANETTA OSBURN

State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

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

GOODMAN & BREEN, P.A.
A FLORIDA PROFESSIONAL ASSOCIATION

By: _____

Dorothy M. Breen, Vice President