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April 25, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Subject: Roxie Design Group, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$ 78.75

Please forward a certified copy to:

Ms. Marianne Zammarchi
275 NW 69th Street
Boca Raton, FL 33487

(561) 212-8781

Sincerely,



Marianne Zammarchi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROXIE DESIGN GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation in compliance with Chapter 607 and Chapter 621 of the statutes for the State of Florida.

ARTICLE I: NAME

The name of the Corporation is Roxie Design Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 275 NW 69th Street, Boca Raton, Florida 33487.

ARTICLE III: PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in interior design and interior decoration or any lawful act or activity for which corporations may be organized under the corporate statutes of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is 100,000 shares, all of which are to be common stock with a par value of \$1.00.

ARTICLE V: OFFICERS AND BOARD OF DIRECTORS

The property, business and affairs of the corporation shall be controlled and managed by a Board of Directors. The names and street addresses of the Officers and initial Board of Directors are:

1. Marianne Zammarchi, 275 NW 69th Street, Boca Raton, Florida 33487 - President
2. Rachelle Petruzzello, 21613 Casa Monte Court, Boca Raton, Florida 33433 - Vide President
3. Jerry Hill, 2429 SE 6th Street, Pompano Beach, Florida 33062 - Secretary
4. Frank Zammarchi, 275 NW 69th Street, Boca Raton, Florida 33487 - Treasurer

ARTICLE VI: REGISTERED AGENT

The name and address of the Registered Agent is: Marianne Zammarchi, 275 NW 69th Street, Boca Raton, Florida 33487.

ARTICLE VII: INCORPORATOR

The name and mailing address of the incorporator is: Marianne Zammarchi, 275 NW 69th Street, Boca Raton, Florida 33487

ARTICLE VIII: TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE IX: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of their 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. The private property of the directors, stockholders and officers shall not be subject to the payment of corporate debts.

ARTICLE IX: MANAGEMENT

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Marianne Zammarchi 5/4/01
Signature of Registered Agent Date

Name of Registered Agent: Marianne Zammarchi

