

PO1000057627

DELILAH'S DECOR INC.

4239 Lake Mary Blvd.
Lake Mary, Florida 32746

(407) 302-8122

June 4, 2001

SECRETARY OF STATE
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/07/01--01061--010
*****122.50 *****78.75

Enclosed please find my check in the amount of \$122.50 for the cost of filing of the following:

DELILAH'S DECOR INC.

Please forward certified copies of Articles to my attention 1000 Douglas Ave., Ste 38,
Altamonte Springs, FL 32714.

Sincerely,



WILLIAM A. STEWART

FILED
01 JUN -6 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DELILAH'S DECOR INC.

The undersigned incorporators deliver these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act, and hereby accept the following Articles of Incorporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be DELILAH'S DECOR INC. The principal place of business of this corporation shall be 4239 Lake Mary Blvd., Lake Mary, Florida 32746 and the mailing address of the corporation shall be the same.

ARTICLE II
CORPORATE PURPOSES, POWER AND RIGHTS

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
DURATION OF THE CORPORATION

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is a thousand (1,000) shares of Common Stock, with a \$1.00 par value per share.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is:

NAME
WILLIAM A. STEWART

ADDRESS
1000 Douglas Ave., Ste 38
Altamonte Springs, FL 32714

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**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) persons. The name and addresses of the person(s) who shall serve as director(s) of the Corporation until the first meeting of shareholders are:

NAME	ADDRESS
WILLIAM A. STEWART	1000 Douglas Ave., Ste 38 Altamonte Springs, FL 32714

**ARTICLE VII
OFFICERS OF THE CORPORATION**

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

WILLIAM A. STEWART	President
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**ARTICLE VII
INCORPORATORS**

The names and addresses of the incorporators of the Corporation is:

NAME	ADDRESS
WILLIAM A. STEWART	1000 Douglas Ave., Ste 38 Altamonte Springs, FL 32714

ARTICLE VIII

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares.

The undersigned incorporators have executed these Articles of Incorporation this
____ day of June, 2001.


WILLIAM A. STEWART, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: DELILAH'S DECOR INC.
2. The name and address of the registered agent and office is:

WILLIAM A. STEWART, 1000 Douglas Ave., Ste 38, Altamonte Springs, FL 32714.

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.

Executed this 4 day of June, 2001.


WILLIAM A. STEWART

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TALLAHASSEE, FLORIDA