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ACCOUNT NO. : 072100000032

REFERENCE : 735412 5236A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

FILED
2001 OCT -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 2, 2001

ORDER TIME : 11:11 AM

ORDER NO. : 735412-005

CUSTOMER NO: 5236A

CUSTOMER: Robert W. Federspiel, Esq.
Spinner Dittman Federspiel &
Dowling
151 Northwest 1st Avenue

Delray Beach, FL 33444

RECEIVED
01 OCT -2 AM 11:30
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: VISION INTERIORS, INC.

EFFECTIVE DATE:

3000004620123--9

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JW
10/2/01

ARTICLES OF INCORPORATION
of
VISION INTERIORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is VISION INTERIORS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of interior decorating and design services, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 824 Andrews Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is ONDINE HEFLEY.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director signing these Articles is:

Ondine Hefley
824 Andrews Avenue
Delray Beach, FL 33483

ARTICLE VIII - Incorporator

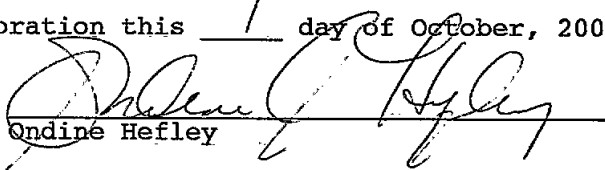
The name and address of the person signing these Articles is:

Ondine Hefley
824 Andrews Avenue
Delray Beach, FL 33483

ARTICLE IX - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 1 day of October, 2001.


Ondine Hefley

STATE OF FLORIDA

COUNTY OF PALM BEACH

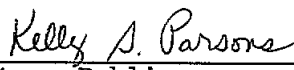
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ONDINE HEFLEY, ✓ who is personally known to me or _____ who produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 1st day of October, 2001.



Kelly S. Parsons
MY COMMISSION # CC687701 EXPIRES
February 1, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)



Notary Public
State of Florida
My commission expires:
Commission No.:

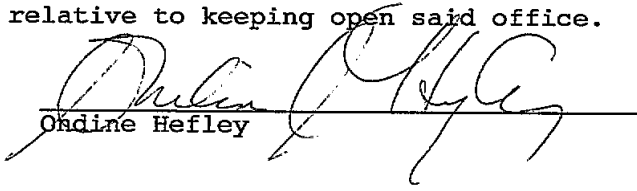
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Vision Interiors, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named ONDINE HEFLEY, located at 824 Andrews Avenue, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Ondine Hefley

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TALLAHASSEE FLORIDA