

LAW OFFICES
M. DANIEL HUGHES
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 566-3390
TELECOPIER (954) 563-2546

OF COUNSEL
KEVIN M. LYONS

MEMBER OF
FLORIDA AND GEORGIA BAR

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March 19, 2002

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

Re: **QUALITY WALLCOVERINGS, INC.**

Dear Sir:

Enclosed please find Articles of Incorporation of Quality Wallcoverings, Inc., together with our check in the amount of \$78.75, representing:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles	<u>\$ 8.75</u>

TOTAL: \$78.75

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

FILED
02 MAR 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDH:fsj
Enclosures

cc: Mr. Gary Downing

G. BULLOCK APR 01 2002

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ARTICLES OF INCORPORATION

OF

QUALITY WALLCOVERINGS, INC.

FILED
02 MAR 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: **QUALITY WALLCOVERINGS, INC.**

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 8030 HAMPTON BOULEVARD, APARTMENT 412, NORTH LAUDERDALE, FL 33068.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: TWO (2).

The names and addresses of the Directors who will serve on the initial Board of Directors are:

GARY R. DOWNING
GARY R. DOWNING
GARY R. DOWNING

President
Secretary
Treasurer

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: GARY R. DOWNING, 8030 Hampton

Boulevard, Apartment 412, North Lauderdale, FL 33068.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

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


ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: 1,000 at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 18th day of March, 2002.


GARY R. DOWNING, Subscriber

STATE OF FLORIDA)
)SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 18th day of March, 2002 by GARY R. DOWNING, to be known to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of March, 2002

Fran S. Jones
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.: **QUALITY WALLCOVERINGS, INC.**, organized under the laws of the State of Florida, with its principal office at: 8030 Hampton Boulevard, Apartment 412, North Lauderdale, FL 33068 has named M. Daniel Hughes as its Agent to accept service of process.

NEWLY ELECTED OFFICERS:

ADDRESS:

GARY R. DOWNING - President


8030 Hampton Boulevard #412
North Lauderdale, FL 33068

GARY R. DOWNING - Secretary

8030 Hampton Boulevard #412
North Lauderdale, FL 33068

GARY R. DOWNING - Treasurer

8030 Hampton Boulevard #412
North Lauderdale, FL 33068


GARY R. DOWNING

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.


M. DANIEL HUGHES

FILED
02 MAR 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA