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April 22, 2002

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LICENSED IN PENNSYLVANIA ONLY
PRACTICE LIMITED TO IMMIGRATION
& NATIONALITY LAW AND U.S.
CONSUL PROCEDURE

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***BOARD CERTIFIED
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**ADMITTED IN U.S. VIRGIN ISLANDS
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Corporate Records Bureau
Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation
Philip Roy Day Interior Design, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Philip Roy Day Interior Design, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Paul D. Beitlich

PDBjwl
Enclosure
cc: Mr. Philip R. Day

800005358798--8
-04/26/02-01037-008
****122.50 *****78.75

QB4/30V

ARTICLES OF INCORPORATION

OF

PHILIP ROY DAY INTERIOR DESIGN, INC.

FILED
02 APR 26 PM 6:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

PHILIP ROY DAY INTERIOR DESIGN, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including, but not limited to, interior design, design consulting, construction and developing, property management, sales and marketing and the like, and all other matters as allowed under Florida law.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5191 Flicker Field Circle, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation is

Philip R. Day, whose address is 5191 Flicker Field Circle, Sarasota, Florida 34231.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Philip R. Day, President, Director and Secretary
5191 Flicker Field Circle
Sarasota, FL 34231

Jan Day, Director, Vice-President and Treasurer
5191 Flicker Field Circle
Sarasota, FL 34231

VI.

INCORPORATOR

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

Philip Roy Day
5191 Flicker Field Circle
Sarasota, FL 34231

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

5191 Flicker Field Circle
Sarasota, FL 34231

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT


This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

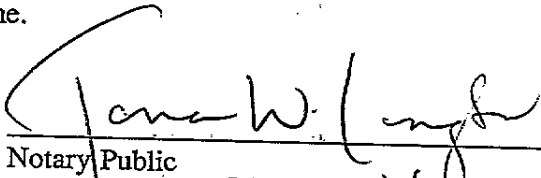
Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 22 day of April, 2002.


Philip Roy Day (SEAL)

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 22 day of April, 2002, by
Philip R. Day, who is personally known to me.


Notary Public
Printed Name: JANA W LONGTON

My Commission Expires:



Jana W. Longton
MY COMMISSION # DD087423 EXPIRES
January 28, 2006
BONDED THRU TROY FARM INSURANCE, INC.

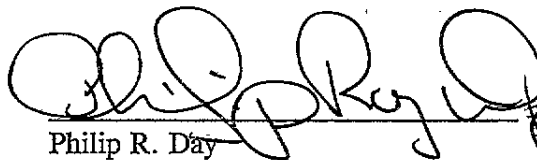


Jana W. Longton
MY COMMISSION # DD087423 EXPIRES
January 28, 2006
BONDED THRU TROY FARM INSURANCE, INC.

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

Pursuant to Section 607.034, Florida Statutes, PHILIP ROY DAY INTERIOR DESIGN,
INC., desiring to organize under the laws of the State of Florida, has named Philip R. Day, located
at 5191 Flicker Field Circle, Sarasota, Fl 34231, as its agent to accept service of process within
this state.

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



Philip R. Day
(Registered Agent)

FILED
02 APR 26 PM 6:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA