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SEGRETARY OF STATE TALLATIASSEE, FLORIDA

12-3-02

TRANSMITTAL LETTER

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

SUBJECT: SILK PURSE DESIGN & DISPLAY, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

FROM:	SUSAN WILLIAMS FLEMING	
	Name (Printed or typed)	_
	1230 GULFSTREAM WAY	
	Address	
	SINGER ISLAND, FL 33404	
	City, State & Zip	, , , , , , , , , , , , , , , , , , ,
	(561) 881-0051	
	Daytime Telephone number	•

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
02 NOV 25 PM 1: 30

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

SILK PURSE DESIGN & DISPLAY, INC.

The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation shall be SILK PURSE DESIGN & DISPLAY, INC.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

1230 GULFSTREAM WAY SINGER ISLAND, FL 33404

The initial registered agent at the registered office is:

SUSAN WILLIAMS FLEMING

The corporation's principal office and mailing address is:

1230 GULFSTREAM WAY SINGER ISLAND, FL 33404

ARTICLE THREE PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

ARTICLE FOUR DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE INCORPORATOR

The name and post office address of the incorporator is:

SUSAN WILLIAMS FLEMING

1230 GULFSTREAM WAY SINGER ISLAND, FL 33404

ARTICLE SIX DIRECTORS

The Board of Directors shall consist of <u>TWO</u> members initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name Address

SUSAN WILLIAMS FLEMING

President/Treasurer

1230 GULFSTREAM WAY

SINGER ISLAND, FL 33404

(561) 881-0051

STEVEN N. FLEMING

Vice President

1230 GULFSTREAM WAY

SINGER ISLAND, FL 33404

(561) 881-0051

ARTICLE SEVEN CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

ARTICLE EIGHT STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$50.00.

ARTICLE NINE AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 25th day of Notice, 2002.

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of Novinbe.

2002 by SUSAN WILLIAMS FLEMING, who is personally known to me or who has produced fl Prives License as identification and who did take an oath.

Print: Lou An Cu Bohn
Signature: La Parint
Notary Public

State of Florida At Large

Commission Expires:______

[Seal]

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.

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

That SILK PURSE DESIGN & DISPLAY, 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 SINGER ISLAND, County of PALM BEACH and State of Florida has named SUSAN WILLIAMS FLEMING as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SUSAN WILLIAMS EXEMING

REGISTERED AGENT

ATE

SECRETARY OF STATE TALLAHASSEE, FLORIDA