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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 415652 4313196

AUTHORIZATION :

*Patricia Pizulo*

COST LIMIT : \$ 78.75

ORDER DATE : January 29, 2004

ORDER TIME : 10:34 AM

ORDER NO. : 415652-005

CUSTOMER NO: 4313196

CUSTOMER: Steve L. Henderson, Esq  
Moss Henderson Blanton &  
Lanier, P.a.  
817 Beachland Boulevard

Vero Beach, FL 32964

DOMESTIC FILING

NAME: ASSOCIATED DESIGNERS'  
SERVICES, INC.

EFFECTIVE DATE:

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: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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ARTICLES OF INCORPORATION  
OF  
ASSOCIATED DESIGNERS' SERVICES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: ASSOCIATED DESIGNERS' SERVICES, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Class A common stock (voting) at \$10.00 par value and 1,000 shares of Class B common stock (nonvoting) at \$10.00 par value.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida 32963 and the name of the initial registered agent of this corporation is Steve L. Henderson, Esquire.

The principal place of business and mailing address of the corporation shall be 786 Camilia Lane, Vero Beach, Florida 32963.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Gilbert Schafer	786 Camilia Lane, Vero Beach, FL 32963

## ARTICLE VII

### INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson  
817 Beachland Boulevard  
Vero Beach, Florida 32963

## ARTICLE VIII

### INDEMNIFICATION

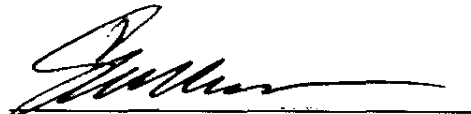
The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 28<sup>th</sup> day of January, 2004.

  
Steve L. Henderson, Esquire  
Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this \_\_\_\_ day of January, 2004, by Steve L. Henderson, Esquire who is personally known to me or who has produced identification.

(Notarial Stamp)

\_\_\_\_\_  
NOTARY PUBLIC  
Name  
State of Florida  
My Commission No:  
My Commission Expires:

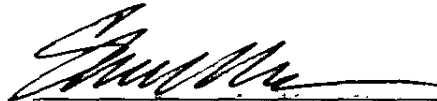
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

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

That ASSOCIATED DESIGNERS' SERVICES, 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 Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the 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.



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