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Division of Corporations

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Florida Department of State  
Division of Corporations  
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BASIC AMENDMENT

HOME DESIGN SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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2/21/2005 2:20 PM PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 21, 2005

HOME DESIGN SYSTEMS, INC.  
233 HAMON AVENUE  
SANTA ROSA BEACH, FL 32459

SUBJECT: HOME DESIGN SYSTEMS, INC.  
REF: P04000119074

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: H05000039600  
Letter Number: D05A00012034

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RESTATED  
ARTICLES OF INCORPORATION  
OF  
**HOME DESIGN SYSTEMS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

**AMENDMENTS ADOPTED:** The entire original Articles of Incorporation are replaced and **RESTATED** as follows:

ARTICLE ONE

NAME

The name of the corporation is **Home Design Systems, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

233 Hamon Avenue  
Santa Rosa Beach, Florida 32459

ARTICLE THREE

CORPORATE EXISTENCE AND DURATION

The corporate existence shall begin on the date of filing of these articles and the duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

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1. To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

#### ARTICLE FIVE

#### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares, and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock with a par value of \$1.00.

#### ARTICLE SIX

#### ORGANIZATION

This corporation, pursuant to the authority vested in Section 607.0801 and 607.0732(1), Florida Statutes, is to have no board of directors and said corporation shall be managed by its shareholders rather than a board of directors, and the shareholders shall elect the officers and otherwise run the corporation in the place and stead of a board of directors.

#### ARTICLE SEVEN

#### SHAREHOLDERS AND OFFICERS

The names and addresses of the shareholders and initial officers of this corporation are:

Name:

Address:

William B. Duty, Jr.  
50% Shareholder  
President

233 Hamon Avenue, Santa Rosa Beach, FL 32459

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Florence Marie Duty  
50% Shareholder  
Secretary/Treasurer

233 Hamon Avenue, Santa Rosa Beach, FL 32459

#### ARTICLE EIGHT

##### POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders, by a vote of not less the 2/3 of the outstanding.

#### ARTICLE NINE

##### PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE TEN

##### ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

#### ARTICLE ELEVEN

##### INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

William B. Duty, Jr.  
233 Hamon Avenue  
Santa Rosa Beach, Florida 32459

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ARTICLE TWELVE

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

WELTON & WILLIAMSON, LLC  
1020 South Ferdon Blvd.  
Crestview, Florida 32536-4510

ARTICLE THIRTEEN

AMENDMENTS

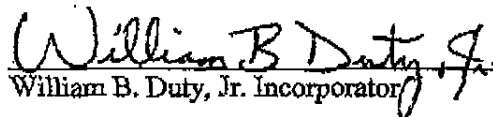
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles upon the vote of not less than 2/3 of the outstanding shares.

ARTICLE FOURTEEN

CORPORATE DIVISIONS

The corporation is authorized to establish and operate one or more sub-entities utilizing fictitious name filings with the State of Florida or such other states as permitted by law. The corporation is authorized to conduct business as "Flowing Designs", which shall be the embroidery division. The corporation is authorized to conduct business as "Furniture Creations by Billy", which shall be the furniture manufacturing division. The corporation is authorized to conduct business as "Underground Earthdesign Art", which shall be the import division.

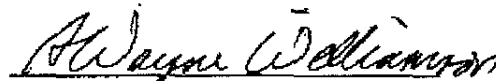
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation,  
this 17<sup>th</sup> day of February, 2005.

  
William B. Duty, Jr. Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.

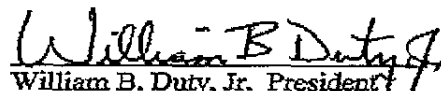
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A. Wayne Williamson, for  
Welton & Williamson, P.A.

**THE DATE OF THE AMENDMENT ADOPTED IS:** February 17, 2005.

**THE ADOPTION OF THE AMENDMENT(S):** Were approved by the shareholders. The number of votes cast for the amendment by the shareholders were sufficient for approval.

Signed this 17th day of February, 2005.

  
William B. Duty, Jr. President

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