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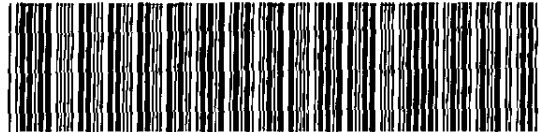
(Business Entity Name)

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DIVISION OF REVENUE

3-16-05
MC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 252795 82361A

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 78.75

ORDER DATE : March 11, 2005

ORDER TIME : 10:44 AM

ORDER NO. : 252795-005

CUSTOMER NO: 82361A

CUSTOMER: Scott Kramer, Esq
Kramer, Ali, Fleck, Hughes,
Gelb & Bornstein
Suite 200
6650 West Indiantown Road
Jupiter, FL 33458

DOMESTIC FILING

NAME: MRG DESIGN, 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: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 14, 2005

CSC

RESUBMIT
Please give original
submission date as file date

SUBJECT: MRG DESIGN, INC.
Ref. Number: W05000013178

We have received your document for MRG DESIGN, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE COMPLETE THE DIRECTORS ADDRESS.

Please return the original and one copy of 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 705A00017380

RECEIVED
MAR 15 2005
CORPORATIONS
DIVISION

ARTICLES OF INCORPORATION
OF
MRG DESIGN, INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is: MRG DESIGN, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- A. The design, manufacture, and installation of custom draperies and bedding, the employment of employees and all acts necessary to carry out same.
- B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which

may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation, specifically including the right to register and do business under fictitious names.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7500 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when

authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business and mailing address 1499 S.W. 30th Avenue, Suite 11, Boynton Beach, Florida 33426, and its initial Registered Agent is SCOTT KRAMER, ESQUIRE, at 6650 West Indiantown Road, Suite 200, Jupiter, Florida, 33458.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one
(1). The name and address of the person to serve as the Director until the first annual meeting of shareholders, or until their successors are elected and qualify, is:

Name

Address

MELINDA R. GALY

815 West Boynton Beach Blvd.
Apt. 16204 , Boynton Beach,
FL 33426

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

Name

Address

SCOTT KRAMER, ESQUIRE

6650 W. Indiantown Rd., Ste. 200
Jupiter, Florida 33458

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN
CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or ©) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

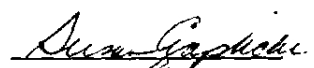
The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.


SCOTT KRAMER, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 10th day of March, 2005 by SCOTT KRAMER.




Notary Public
Susan Czaplinski
(Print name)
Commission No:

Personally Known ☒ OR Produced
Identification _____
Type of Identification _____.

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

The following is submitted pursuant to Section 48.091(1) and Section 607.034, Florida
Statutes:

MRG DESIGN, INC., desiring to organize under the laws of the State of Florida being in
the County of Palm Beach, has named SCOTT KRAMER, at 6650 West Indiantown Road, Suite
200, Jupiter, Florida, 33458, as its initial registered agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the
above stated office within this State, I hereby accept to act in this capacity and agree to comply with
the provisions of said statute relative to keeping the registered office of the corporation open from
10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a
sign designating the name of the corporation and the name of its registered agent.

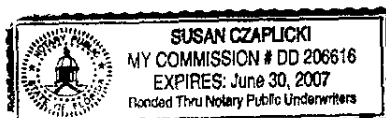
Dated this 10 day of March, 2005.


SCOTT KRAMER


STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 10th day of March, 2005 by SCOTT KRAMER.



Personally Known ☒ OR Produced
Identification _____
Type of Identification _____


Notary Public
Susan Czapliski
(Print name)
Commission No: _____