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05 APR 11 PM 3:21  
SECRET  
TALLAHASSEE, FL 32301

4/14/05  
GA

## TRANSMITTAL LETTER

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

**SUBJECT:** C & M WALLCOVER & WALLART, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** CARLOS HUMBERTO AREAS  
Name (Printed or typed)

660 EAST 45th STREET  
Address

HIALEAH, FLORIDA 33013  
City, State & Zip

305 688-5519  
Daytime Telephone number

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

## Articles of Incorporation

FILED  
05 APR 11 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

### FIRST

The name of the corporation is : C & M WALLCOVER & WALLART, INC.

### SECOND

The period of its duration is Indefinite.

### THIRD

The purpose of the corporation is: *Special Wall Covering & Wall Art*

### FOURTH

The aggregate number of authorized shares is 200 shares Par-Value \$5.00

### FIFTH

The corporation will not commence business until at least One Thousand (\$1,000.) Dollars have been received by it as consideration for the issuance of Shares.

### SIXTH

Cumulative Voting of shares of stock are authorized.

### SEVENTH

Provisions Limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: Approved by both the Stockholders and Board of Directors.

### EIGHT

Provisions for regulating the internal affairs of the corporation are The Managing Partners (Corporate Officers) will be responsible for all day to day operation.

#### **NINTH**

The address of the initial registered office of the corporation is :  
660 East 45<sup>th</sup> Street Hialeah, Florida 33013  
and the name of it's initial registered agent at such address is:  
Carlos Humberto Areas

#### **TENTH**

Address of the principal place of business is:  
660 East 45<sup>th</sup> Street Hialeah, Florida 33013

#### **ELEVENTH**

The number of directors constituting the initial board of directors of the corporation is ONE, and the names and address of the persons who are to serve as directors until the first annual meeting of the Shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
* Carlos Humberto Areas	660 East 45 <sup>th</sup> Street Hialeah, Florida 33013
* Miriam Haydee Flores	660 East 45 <sup>th</sup> Street Hialeah, Florida 33013

#### **TWELFTH**

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
* Carlos Humberto Areas	660 East 45 <sup>th</sup> Street Hialeah, Florida 33013
* Miriam Haydee Flores	660 East 45 <sup>th</sup> Street Hialeah, Florida 33013

Date: 1 April 2005

  
\_\_\_\_\_  
Miriam Haydee Flores, Incorporator

  
\_\_\_\_\_  
Carlos Humberto Areas, Incorporator

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05 APR 11 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept services of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and Agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, my position as Registered Agent.

  
\_\_\_\_\_  
Carlos Humberto Areas, Registered Agent