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*Nixon and Nixon*

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(303) 295-2650

Reply To: 224 E. Intendencia Street  
Pensacola, Florida 32501

Dec. 30, 1994

Div. of Corporation  
State of Florida  
P O Box 6327  
Tallahassee, FL 32314

Re: incorporation of V & S Decors, Inc.

Enclosed please find the Articles of Incorporation on  
the above along with my check in the amount of  
\$122.50. Please file the corporation and send me  
a certified copy to me.

Sincerely,

Tary L. Nixon

SNC

FILED  
SECRETARY OF STATE  
55 JAN -3 AM 9:23

RECEIVED  
JAN 3 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**V & S DECORS, INC.**

95 JUN -3 AM 8:24  
FILED  
CLERK OF COURT  
JACKSONVILLE, FLA.

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida.

FIRST: The name of the corporation is V & S DECORS, INC.

SECOND: The office of the corporation is to be located at 6572 Highway 90, Milton, Florida 32570.

THIRD: The purposes of which the corporation is to be formed and the general nature of the corporation's business shall be the wholesale and retail sales of finished and unfinished craft-related merchandise and franchising of V & S DECORS, INC. sales systems and any other business activity allowed by law.

The above powers are not limitations, but the corporation shall have any and all additional general powers which under the laws of the State of Florida and a liberal construction of the above powers can be granted to a corporation of this nature.

FOURTH: The amount of the capital stock of the corporation shall be 1,000 shares at \$1.00 par value.

FIFTH: The amount of capital with which the corporation shall begin business will be \$500.00.

SIXTH: The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the Stockholders are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Kristina Freeman	2355 West Michigan Avenue Pensacola, Florida 32526
Wilson Newell	3100 Leesburg Square Pensacola, Florida 32504

SEVENTH: The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

EIGHTH: The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

<u>NAMES</u>	<u>OFFICES HELD</u>	<u>ADDRESSES</u>
Kristina Freeman	President	2355 West Michigan Avenue Pensacola, Florida 32526
Wilson Newell	Secretary/ Treasurer	3100 Leesburg Square Pensacola, Florida 32504

NINTH: The names and post office addresses of each subscriber of the Articles of Incorporation and the number of share of stock which he or she agrees to take are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
Kristina Freeman	2355 West Michigan Avenue Pensacola, Florida 32526	500
Wilson Newell	3100 Leesburg Square Pensacola, Florida 32504	500

TENTH: The duration of the corporation is to be perpetual.

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation this 30th, day of December, 1994.

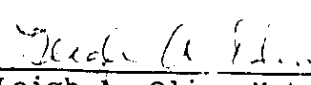
  
KRISTINA FREEMAN

  
WILSON NEWELL

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th, day of December, 1994, KRISTINA FREEMAN, and WILSON NEWELL, who is personally known to me or who has produced MSM # 466923563 & FLDL# N41033913-162 as identification and who did take an oath.

  
Leigh A. Olin, Notary Public  
Commission Number CC360513  
My Commission Expires 03-30-98



LEIGH A OLIN  
My Commission CC360513  
Expires Mar. 30, 1998  
Bonded by HAI  
800-422-1555

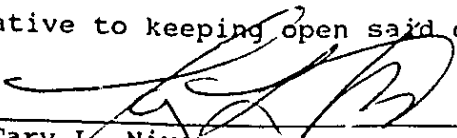
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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

That V & S DECORS, 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 Pensacola,  
County of Escambia, State of Florida, has named Tary L. Nixon,  
located at 224 East Intendencia Street, Pensacola, Florida 32501,  
County of Escambia, State of Florida, as its agent to accept  
service of process with this state.

Acknowledgement:

Having been named to accept service of process for the above  
stated 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.

  
Tary L. Nixon  
224 East Intendencia Street  
Pensacola, Florida 32501

95 JAN -3 AM 8:24