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FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- FL 33418-0000  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INTERIORS BY RITA, INC.  
FAX AUDIT NUMBER: H95000001262  
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*W95-2244*

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TO

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P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: INTERIORS BY RITA, INC.  
REF: W95000002244

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

PLEASE REMOVE ADDITIONAL PERIOD FROM NAME IN ARTICLE I.

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 (904) 487-6934.

Loria Poole  
Corporate Specialist

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Prepared by: Robert O. Schwarz, ESQUIRE  
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Miami, FL 33145  
P.O. Box 442259  
JOS. 856-6410

ARTICLES OF INCORPORATION  
OF  
INTERIORS BY RITA, INC.

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Article I - Name

The name of this corporation is INTERIORS BY RITA, INC.

Article II - Duration

This corporation shall commence on the date of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to the power:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

H9 500 0001262

H9 500 0001262

e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141.

g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

H9 500 0001262

H9 500 0001262

1) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.

m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

q) To have and exercise all powers necessary or convenient to effect its purposes.

#### Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of One Hundred (100) shares, having an individual par value of One Dollar (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just

H9 500 0001262

H9 500 0001262

valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

**Article V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 9025 S.W. 113 Place Circle West, Miami FL 33176 and the name of the initial registered agent of this corporation at that address is LAWRENCE ROCKKIND.

**Article VII - Principal Office**

The principal place of business and mailing address of this corporation shall be: 9025 S.W. 113 Place Circle West, Miami FL 33176.

**Article VIII - Initial Board of Directors**

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time

H9 500 0001262

H9 500 0001262

to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation is/are:

RITA ROCKKIND, 9025 S.W. 113 Place Circle West, Miami FL 33176

LAWRENCE ROCKKIND, 9025 S.W. 113 Place Circle West, Miami FL 33176

Article IX - Incorporator

The name and address of the person signing these Articles is:

RITA ROCKKIND, 9025 S.W. 113 Place Circle West, Miami FL 33176.

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of January, 1995.

  
RITA ROCKKIND, Incorporator

H9 500 0001262

H9 500 0001262

H9 500 0001262

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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, and I am familiar with and accept the obligations of my position as Registered Agent.

  
 LAWRENCE ROCKKIND, Registered Agent

STATE OF FLORIDA  
 COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared LAWRENCE ROCKKIND, who is personally known to me or who has produced as identification and who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this \_\_\_\_\_ day of, 1995.

  
 NOTARY PUBLIC, State of Florida at Large

(Print name, type, or stamp)

My Commission Expires:

ROCKKIND.ART

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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