

Guinfregna, Telfer, Reda & Tuberly, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

LOUIS A. GUINFREGNA
ROBERT J. TELFER, JR.
MICHAEL L. REDA
DANIEL P. TUBERTY
ROBERT T. ANDERSON
MICHELLE VITI BAKER
JAMES H. BARD
THOMAS M. FARRELL, IV

ATTORNEYS PROFESSIONAL CENTER
505 S. WASHINGTON AVENUE
FLOOR 1000
TALLAHASSEE, FLORIDA 32302-0005

(904) 290-6000
FAX (904) 290-6000

MEDBOURNE FINANCIAL CENTER
SUITE 302
100 WEST NEW HAVEN AVENUE
MEDBOURNE, FLORIDA 32060

(904) 670-1045
FAX (904) 720-4900

REPLY TO:

ROBERT O. BURNS
DIRECTOR

P95000013902

February 8, 1995

Via Priority Mail
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for MAYS DAVIS ROGERS
INTERIORS, INC.

Dear Sir or Madam:

Enclosed herewith are the original Articles of Incorporation regarding Mays Davis Rogers Interiors, Inc., a Florida corporation. Also enclosed is a copy of the Articles for certification, and this firm's check in the amount of \$122.50, as payment for filing and a certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me.

EFFECTIVE DATE

FEB 15 1995

Very truly yours,

Michael L. Reda

MLR/cb

Enclosures

cc: Ms. Toni Siciliano Mays and
Ms. Ruth Davis-Rogers

T. BROWN FEB 20 1995

Cianfroga, Telfer, Reda & Faherty, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

LOUIS V. CIANFROGA
ROBERT J. TELFER, JR.
MICHAEL L. REDA
DANIEL P. FAHERTY
ROBERT T. ANDERSON
MICHELLE VITT BAKER
JAMES H. EARP
THOMAS M. FARRELL, IV
ROBERT G. BURNS
INVESTIGATOR

CITY SQUARE PROFESSIONAL CENTER
815 S. WASHINGTON AVENUE
POST OFFICE DRAWER 6810-0
TITUSVILLE, FLORIDA 32780-0810

(407) 269-0800
FAX (407) 269-0870

MELBOURNE FINANCIAL CENTER
SUITE 109
1990 WEST NEW HAVEN AVENUE
MELBOURNE, FLORIDA 32904

(407) 670-0045
FAX (407) 720-0000

REPLY TO:

Titusville

February 15, 1995

Via Overnight Mail

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

Re: Articles of Incorporation for MAYS DAVIS ROGERS
INTERIORS, INC.

Dear Sir or Madam:

Enclosed herewith are the original, corrected Articles of Incorporation regarding Mays Davis Rogers Interiors, Inc., a Florida corporation. Also enclosed is a copy of the corrected Articles for certification and a copy of your letter dated February 13, 1995. I believe that the Articles have been corrected and can now be filed. Please accept my apology for any inconvenience this oversight may have caused.

Thank you for your assistance in this matter and should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Michael L. Reda

MLR/cb

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1995

MICHAEL L. REDA
CIANFROGNA, TELFER, REDA & FAHERTY, P.A.
P.O. DRAWER 6310-G
TITUSVILLE, FL 32782-6515

SUBJECT: MAYS DAVIS ROGERS INTERIORS, INC.
Ref. Number: W95000003222

We have received your document for MAYS DAVIS ROGERS INTERIORS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 995A00006203

ARTICLES OF INCORPORATION
OF
MAYS DAVIS ROGERS INTERIORS, INC.

FILED
95 FEB 20 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

EFFECTIVE DATE

The name of this corporation shall be:

FEB 15 1995

MAYS DAVIS ROGERS INTERIORS, INC.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on February 15, 1995, and shall have perpetual existence.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be sales, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) 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.

(b) 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.

(c) 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.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) 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.

(f) To make contract 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.

(g) 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.

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

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

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

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

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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

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

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Registered Office Principal Address and Registered Agent

The principal address of the corporation is 233 East New Haven Avenue, Second Floor, Melbourne, Florida 32901. The name of the corporation's initial registered agent is: MICHAEL L. REDA, ESQUIRE, 815 South Washington Avenue, Suite 200, Titusville, Florida 32780. The corporation may change its registered office

or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VIII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and addresses of the persons who are to serve as the Directors thereof are as follows:

Name	Address
TONI SICILIANO MAYS, President/Treasurer	233 E. New Haven Avenue Second Floor Melbourne, Florida 32901
RUTH DAVIS-ROGERS Vice President/Secretary	233 E. New Haven Avenue Second Floor Melbourne, Florida 32901

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the corporation, provided that he/she is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason

of the fact that he/she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles for the uses and purposes therein stated.

INCORPORATORS:

Toni Siciliano-Mays
TONI SICILIANO-MAYS

233 East New Haven Avenue
Second Floor
Melbourne, Florida 32901

Ruth Davis-Rogers
RUTH DAVIS-ROGERS

233 East New Haven Avenue
Second Floor
Melbourne, Florida 32901

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31 day of January, 1995, by TONI SICILIANO MAYS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal and the date aforesaid.

Catherine C. Brodt
(Print Name) Catherine C. Brodt
Notary Public - State of Florida
My Commission Expires:



CATHERINE C. BRODT
MY COMMISSION # 06354417 EXPIRES
March 9, 1998
BONDED THRU TROY T. LAM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31
day of January, 1995, by RUTH DAVIS-ROGERS, who is personally known
to me and who did take an oath.

WITNESS my hand and official seal and the date aforesaid.

Catherine C. Brodt
(Print Name) Catherine C. Brodt
Notary Public - State of Florida
My Commission Expires:



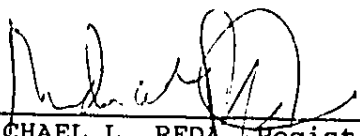
CATHERINE C. BRODT
MY COMMISSION # CC384417 EXPIRES
March 9, 1998
BONDED THRU TROY PAW INSURANCE, INC.

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

95 FEB 20 AM 8:18
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE


In compliance with Section 48.091, Florida Statutes, the following is submitted:

MAYS DAVIS ROGERS INTERIORS, INC., with its principal place of business at City of Melbourne, County of Brevard, State of Florida, has named MICHAEL L. REDA, ESQUIRE, located at Cianfroga, Telfer, Reda & Faherty, P.A., 815 South Washington Avenue, Suite 200, City of Titusville, County of Brevard, State of Florida, as its agent to accept service of process within Florida.


MICHAEL L. REDA, Registered
Agent

Date: February 6, 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MICHAEL L. REDA, Registered
Agent

Date: February 6, 1995