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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BERMUDA DESIGNS, INC.

FAX AUDIT NUMBER: H95000004981

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CERTIFICATE OF INCORPORATION

OF

BERMUDA DESIGNS, INC.

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, the undersigned Incorporator, a natural person, over the age of eighteen (18) years, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, as a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

Bermuda Designs, Inc.

ARTICLE II

This corporation is organized for the purpose of interior design. The Corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by any law, rule, or regulation.

ARTICLE III

The capital stock of this corporation is authorized to be as follows: 1,000 shares of voting common stock at \$ 1.00 par value per share .

Prepared By: Randy C. Scuttillo
Scuttillo & Blake, CPA, PA
8000 N. University Drive
Ft. Lauderdale, FL 33321
(305) 721.5222

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ARTICLE IV

The amount of the capital with which this organization will begin business shall not be less than \$ 100.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose of property, good will, labor or services at a just evaluation thereof to be fixed by the Board Of Directors of this corporation at their first meeting called for that purpose.

ARTICLE V

The term for which this corporation shall exist shall be from May 1, 1995 to perpetuity.

ARTICLE VI

The mailing address of this corporation is:

8000 N. University Drive
Fort Lauderdale, Florida 33321

The registered agent of this corporation is:

Barry C. Scuttillo

ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than thirty (30).

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ARTICLE XVI

The names and post office addresses of the first officers and Board of Directors of this corporation, who are subject to the Board of Directors of this corporation, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office for the first year of this corporations existence, or until their successors are elected and have been qualified, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joyce Garber	President/ Secretary	5646 N.W. 23rd Terrace Boca Raton, FL 33496

ARTICLE XX

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized:

To make, alter and amend the By-Laws of the Corporation.

I. THE UNDERSIGNED, being the subscriber to the capital stock herein before named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to take the number of shares of stock hereinbefore, set forth, and accordingly, have hereunto set our

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hands and seals this 1st day of May, 1995.

Barry C. Scuttillo

Registered Agent and Subscriber

Barry C. Scuttillo

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designation, the registered office and registered agent in the State of Florida.

1. The name of the corporation is Bermuda Designs, Inc.
2. The name and address of the registered agent is:

Barry C. Scuttillo
8000 North University Drive
Ft. Lauderdale, FL 33321

x Barry C. Scuttillo

Having been named as registered agent I hereby accept the appointment of registered agent 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 my obligations of my position of registered agent.

x Barry C. Scuttillo

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