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EFFECTIVE DATE  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SOUTH FLORIDA WALLCOVERINGS, INC.  
FAX AUDIT NUMBER: H95000007235 CURRENT STATUS: REQUESTED  
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EFFECTIVE DATE  
6/28/95  
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JUN 28 1995  
CLERK OF COURT  
6

ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA WALLCOVERINGS, INC.

\*\*\*\*\*

ARTICLE I \* NAME AND ADDRESS

The name of this corporation is SOUTH FLORIDA WALLCOVERINGS, INC., and its principal place of business and mailing address shall initially be at 555 North Congress Ave., Suite 301, Boynton Beach, Florida 33426.

ARTICLE II \* COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on June 28<sup>th</sup> 1995, and shall exist perpetually thereafter.

ARTICLE III \* PURPOSE

This corporation is organized for the following purposes: to own and operate a wallcovering installation business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other

Michael P. Smolish  
555 N. Congress Ave., #301  
Boynton Beach, FL 33426

Phone: (407) 734-5505  
Fla. Bar No. 0121090

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instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV \* CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V \* INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 North Congress Ave., Suite 301, Boynton Beach, Florida 33426, and the name of the Registered Agent of this corporation at that address is: Michael P. Smodish.

ARTICLE VI \* INITIAL BOARD OF DIRECTORS

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This corporation shall consist initially of two (2) directors. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of

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the initial directors are as follows: Michael LaBarge, 31 Crossings Circle, Unit G, Boynton Beach, Florida 33435, and Tom Webb, 1508 Juno Isles Blvd., Juno Beach, Florida 33408.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII - RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By-Laws of this

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corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are: Michael LaBarge, 31 Crossings Circle, Unit G, Boynton Beach, Florida 33435, and Tom Webb, 1500 Juno Isles Blvd., Juno Beach, Florida 33400.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on June 28th, 1995.

SOUTH FLORIDA WALLCOVERINGS, INC.

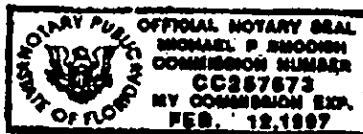
By: Michael LaBarge  
Michael LaBarge

By: Tom Webb  
Tom Webb

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on June 28th, 1995, by MICHAEL LABARGE and TOM WEBB, on behalf of SOUTH FLORIDA WALLCOVERINGS, INC., a Florida corporation.

Michael P. Smolish  
Michael P. Smolish  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



Personally Known OR Produced Identification  
Type of Identification Produced: Florida drivers' licenses

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

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

FIRST---That SOUTH FLORIDA WALLCOVERINGS, INC., desiring to organize and qualify under the Laws of the State of Florida, with its principal place of business initially in the City of Boynton Beach, Florida, has named MICHAEL P. SMODISH, at 555 North Congress Ave., Suite 301, Boynton Beach, Florida 33426, as its Agent to accept service of process within Florida.

SOUTH FLORIDA WALLCOVERINGS, INC.

By: Tom Webb  
Tom Webb

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 P. Smodish  
Michael P. Smodish

Dated: June 28, 1995

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