

P95000066764
LAW OFFICE
BLAKE M. CARLTON, P.A.

1509 NORTHEAST FOURTH AVENUE
FORT LAUDERDALE, FLORIDA 33304

305-522-5880

August 20 1995

Division of Corporations
Secretary of State
PO Box 6327
Tallahassee FL 32314

Re: Filing Articles of Incorporation -
MICHAEL CHARLES, LTD., INC.

Dear Division of Corporations:

Enclosed please find the original Articles of Incorporation for the above entity, for filing purposes, along with a self addressed stamped envelope for a return receipt and the original Articles once recorded.

A certified copy is not required.

I enclose my trust account check in the sum of \$122.50 for the filing costs.

Yours truly,


BLAKE M. CARLTON, ESQ.

BMC/km
enc

000001571520
-08/29/95--01008--005
****122.50 ****122.50

SAB
8/29/95

ARTICLES OF INCORPORATION
OF
MICHAEL CHARLES, LTD., INC.

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: MICHAEL CHARLES, LTD.
INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: to provide interior design and decorating services for residential and business settings and to provide related sales and services and for all other lawful purposes allowed under the laws of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to 607.034, Florida Statutes, the principal office of this corporation in the State of Florida shall be 900 Southwest 19th Street, Fort Lauderdale, Broward County, Florida, and the registered agent in the State of Florida shall be BLAKE M. CARLTON, ESQ., whose business address shall be 1509 Northeast Fourth Avenue, Fort Lauderdale, Florida 33304.

ARTICLE VII

This corporation shall have two (2) directors, initially, who shall each hold a 50% interest therein. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, by total agreement.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors, the President, Vice-President, Secretary, and Treasurer, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
CHARLES RADKOWSKI	900 SW 19 Street Ft. Laud., FL 33304	President; Treasurer
MICHAEL EDWARD CONLIN	900 SW 19 Street Ft. Laud., FL 33304	Vice-Pres.; Secretary

ARTICLE IX

The name and post address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION PAID</u>
CHARLES RADKOWSKI	900 SW 19 Street Ft. Laud., FL 33304	50	\$50.00
MICHAEL EDWARD CONLIN	900 SW 19 Street Ft. Laud., FL 33304	50	\$50.00

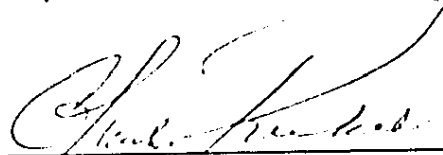
In accordance with Florida Statutes section 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-empted rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price in the case of par value shares may be in excess of par.

ARTICLE X

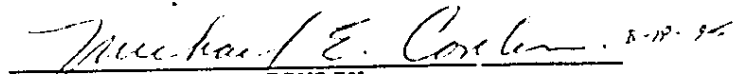
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the Directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive of the Internal Revenue Code.



CHARLES RADKOWSKI
President; Treasurer



MICHAEL EDWARD CONLIN
Vice-President; Secretary

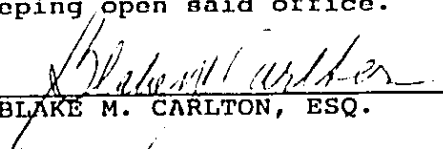
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

FIRST: That MICHAEL CHARLES, LTD., 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 Fort Lauderdale, County of Broward, Florida, has
named BLAKE M. CARLTON, ESQ., 1509 NE 4 Avenue, Ft. Laud.,
Florida 33304, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with
the provisions of said Act to keeping open said office.


BLAKE M. CARLTON, ESQ.

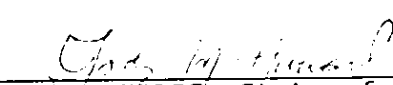
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public
duly authorized in the State and County aforesaid to take
acknowledgments, personally appeared BLAKE M. CARLTON, ESQ., to
me known to be the person described as registered agent
hereinabove, who acknowledged that he has read and agrees to the
foregoing and is personally known to me.

WITNESS my hand and seal this 19 day of July,
A.D., 1994.

My commission expires:


NOTARY PUBLIC, State of Florida

