

SENT BY: JOHN MCCLOSKEY

1 2-23-96 3:16PM

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2/23/96

TELEPHONE DIVISION OF CORPORATIONS

3:38 PM

((H96000002660))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

TELEPHONE SYSTEM
COVER SHEET
FROM: RUBEN, MCCLORIE, SAITO, SCHUSTER & R
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-

CONTACT: ANNE MARIE LA FERLA

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000002660))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FRANCE MEUBLES, CORPORATION

FAX AUDIT NUMBER: H96000002660

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/23/1996

TIME REQUESTED: 14:37:53

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077000521

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96 FEB 23 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 FEB 23 PM 3:47

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**ARTICLES OF INCORPORATION
OF
FRANCE MEUBLES, CORPORATION**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

France Meubles, Corporation

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 1402 East Las Olas Blvd., Suite 1092, Fort Lauderdale, Florida, 33301.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 1402 East Las Olas Blvd., Suite 1092, Fort Lauderdale, Florida, 33301 and the initial registered

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TALLAHASSEE, FLORIDA

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Prepared by: Robert G. Schrader, Esq., FL Bar #0689564
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

#96000002660

agent of this Corporation at that address shall be Auguste Sabbah.

**ARTICLE V
INCORPORATOR**

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

Auguste Sabbah
1402 East Las Olas Blvd
Suite 1092
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 2nd day of February, 1996.


Auguste Sabbah, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Auguste Sabbah, Registered Agent

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Prepared by: Robert G. Schrader, Esq., FL Bar #0689564
Ruden McClosky, Et al., P. O. Box 1900
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P96000017181

3/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R
200 E BROWARD BLVD
PO BOX 1900
FT LAUDERDALE FL 33302-

CONTACT: ANNE MARIE LA FERLA
PHONE: (305) 527-6221
FAX: (305) 764-4996

((H96000003466))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: FRANCE MEUBLES, CORPORATION
FAX AUDIT NUMBER: H96000003466
DATE REQUESTED: 03/12/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$87.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:29:13
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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*Caroline
Gunda*

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TALLAHASSEE, FLORIDA

96 MAR 12 PM 1:55

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FRANCE MEUBLES, CORPORATION**

The following provision of the Articles of Incorporation of France Meubles Corporation, a Florida corporation ("Corporation"), filed with the Department of State on February 23, 1996, Charter Number P96000017181, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

New Design International, Inc.

The foregoing amendment was adopted by a Corporate Action by all the Shareholders and the sole Director of this Corporation, as of March 12, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of March 12, 1996.

By: 

Auguste Sabbah, President

Prepared by:

Robert G. Schrader, Esq., FL Bar #0689364
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

#96000003466

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**JOINT CORPORATE ACTION BY
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER OF
FRANCE MEUBLES CORPORATION**

The undersigned, being the sole Director and the sole shareholder of France Meubles, Corporation, a Florida corporation ("Corporation"), does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and does hereby consent in writing to the adoption of the following resolution, taking said action in lieu of a meeting of the Board of Directors and the shareholders:

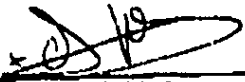
RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the name of the Corporation to New Design International, Inc., as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 12th day of March, 1996.

IN WITNESS WHEREOF, the undersigned, being the sole Director and the sole shareholder of this Corporation, has hereunto set his hands and seals for the purposes herein expressed.

Dated as of March 12, 1995.

DIRECTOR:



Auguste Sabbah

SHAREHOLDER:



Auguste Sabbah

896000003466

FLL:34275-1

Prepared by: Robert G. Schrader, Esq., FL Bar #0689564
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

200 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

POST OFFICE BOX 1900
FORT LAUDERDALE, FLORIDA 33402

(954) 761-6600
FAX (954) 761-4996

WRITERS DIRECT LOCAL NUMBER (954) 761-2910
E-MAIL: MZUGRUB@NET.COM

P96000017181
March 28, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Linda Stitt, Corporate Specialist

Re: New Design International, Inc. (the "Corporation")
Document Number: P96000017181

Dear Ms. Stitt:

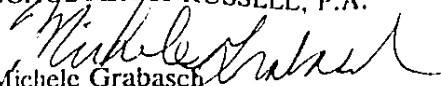
The above named Corporation filed their Articles of Incorporation on February 23, 1996 and stated the principal office and mailing address as 1402 East Las Olas Blvd., Suite 1092, Ft. Lauderdale, Florida, 33301. In the interim the Corporation obtained a different principal office and mailing address for the business. Please have these addresses changed to the following in your records:

18090 Collins Ave.
P.O. Box 130
Sunny Isles, Florida 33160

Should you have any questions regarding this matter, please do not hesitate to contact me at (954) 761-2910.

Very truly yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


Michele Grabasch
Legal Assistant for the
Corporate and Finance Department

