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JOAN MATHIEU
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March 7, 1996
FILED
MAR 15 PM 8:03
TALLAHASSEE, FLORIDA

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

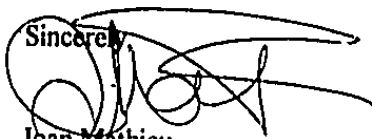
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RE: KAREN ZABROCKI INTERIORS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation along with Registered Agents Acceptance Form in the above referenced matter to be filed with your office. Also, please find enclosed a check in the amount of \$122.50 to cover the filing fee. If there is anything further that you should need from me, please do not return the enclosed but instead call me collect at the above number. If the enclosed are acceptable for filing, please do so and return one copy to me with the filing information stamped thereon.

Sincerely,



Joan Mathieu
Attorney At Law

E. CHESTER MAR 20 1996

ARTICLES OF INCORPORATION
OF
KAREN ZABROCKI INTERIORS, INC.

FILED
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TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

ARTICLE I

Name

The name of this corporation is Karen Zabrocki Interiors, Inc.

ARTICLE II

Purpose

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Common Stock

The aggregate number of shares which this corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV
Principal and Registered Office

The street and mailing address of the principal office are 200 North Garden Avenue, Suite A Clearwater, Florida 34615. The initial registered office of the corporation is 200 North Garden Avenue, Suite A, Clearwater, Florida 34615 and the name of the registered agent of the corporation is:

<u>Name</u>	<u>Address</u>
Joan Mathieu	200 North Garden Avenue, Suite A Clearwater, Florida 34615

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meetings.

ARTICLE V

Board of Directors

There shall be a minimum of one (1) director and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided by the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of the President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

ARTICLE VI

First Board of Directors

<u>Name</u>	<u>Address</u>
Karen Zabrocki	2450 Sunset Point Road Clearwater, Florida 34625

ARTICLE VII

Incorporator

Name

Address

Karen Zabrocki

2450 Sunset Point Road
Clearwater, Florida 34625

ARTICLE VIII

Indemnification

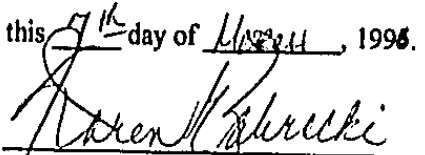
The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such persons may be entitled.

ARTICLE IX

Preemptive Rights

Every shareholder upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share at the same price and/or upon the same terms at which it is offered to others.

WITNESS WHEREOF my signature this 7th day of March, 1996.

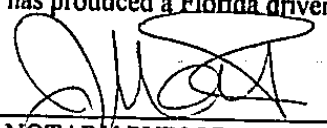


Karen Zabrocki

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 7th day of March, 1996, by Karen Zabrocki who is personally known to me or has produced a Florida driver's license as identification that she did take an oath.

My commission expires:



NOTARY PUBLIC



JOAN MATHEU
My Commission CC506085
Expires Oct. 26, 1999

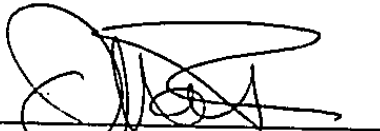
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING SUBMITTED:

FILED
95 MAR 15 AM 8:03
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FIRST, THAT KAREN ZABROCKI INTERIORS, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF ST PETERSBURG, FLORIDA, HAS NAMED JOAN MATHIEU, LOCATED AT 200 NORTH GARDEN AVE., SUITE A, CITY OF CLEARWATER, STATE OF FLORIDA, AS ITS AGENT 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.

SIGNATURE


Registered Agent

DATED: 3/11/1996