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FILED
96 MAY -3 / 11 9 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 941391 4312919

AUTHORIZATION :

Patricia Pjib

COST LIMIT : \$ 122.51

ORDER DATE : May 3, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 941391

CUSTOMER NO: 4312919

700001807127

CUSTOMER: Mr. Nelson E. Carryl
AKERMAN, SENTERFITT & EIDSON

255 S. Orange Ave. / 17th Fl.

Orlando, FL 32801

EFFECTIVE DATE
5-2-96

DOMESTIC FILING

NAME: INTERNATIONAL INTERIORS
ACQUISITION CORP.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

SECRETARY OF STATE
MAY -3 PM 12:20
5796

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INTERIORS ACQUISITION CORP.

FILED
96 MAY -3 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

Name

The name of this corporation shall be **INTERNATIONAL INTERIORS ACQUISITION CORP.** (the "Corporation") and its principal place of business, as well as its mailing address, shall be located at 3600 Rio Vista Avenue, Post Office Box 586507, Orlando, Florida 32805.

ARTICLE II.

Commencement of Corporate Existence

As permitted by Section 607.0203(1), Florida Statutes, this Corporation shall commence corporate existence on the date when these Articles of Incorporation are signed by David C. Copenhaver in his capacity as incorporator.

ARTICLE III.

Sole Purpose

The sole purpose of this Corporation shall be the completion of the transactions set forth in that certain Merger Agreement dated May 2nd, 1996 by and between **U.S. OFFICE PRODUCTS COMPANY**, a Delaware corporation, **INTERNATIONAL INTERIORS, INC.**, a Florida corporation (the "COMPANY"), **INTERNATIONAL INTERIORS ACQUISITION, INC.**, a Florida corporation ("NEWCO"), and the **STOCKHOLDERS** named therein (the "Merger Agreement"). Pursuant to the Merger Agreement, on the Closing Date, NEWCO will be merged with and into the COMPANY. NEWCO will be dissolved after the Closing Date, and the COMPANY will be the "Surviving Corporation."

ARTICLE IV.

Capital Stock

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue one hundred (100) shares of

common stock, \$0.01 par value.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 3600 Rio Vista Avenue, Post Office Box 586507, Orlando, FL 32805, and the initial registered agent of this Corporation at that address shall be David C. Copenhaver. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI.

Initial Board of Directors

This Corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, provided, however, that the number of

directors shall never be less than one (1). The names and street addresses of the initial directors of this Corporation are:

Preston S. Copenhaver, III
3600 Rio Vista Avenue
Post Office Box 586507
Orlando, FL 32805

David C. Copenhaver
3600 Rio Vista Avenue
Post Office Box 586507
Orlando, FL 32805

ARTICLE VII.

Incorporator

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

David C. Copenhaver
3600 Rio Vista Avenue
Post Office Box 586507
Orlando, FL 32805

ARTICLE VIII.

Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X.

Amendment

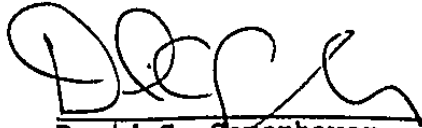
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI.

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 2nd day of May, 1996.



David C. Copenhagen.
Incorporator

WFO: (PCIRISIAN.USOP-INTERNATIONALINTERIORS)ARTICLES-INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 MAY -3 AM 9:05
TALLAHASSEE, FLORIDA

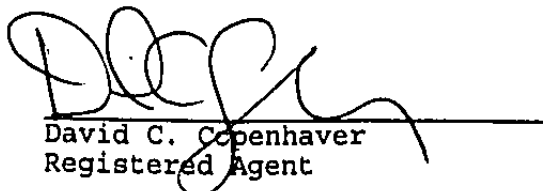
In compliance with Sections 48.091 and 607.0781(3), Florida Statutes, the following is submitted:

INTERNATIONAL INTERIORS ACQUISITION CORP. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 3600 Rio Vista Avenue, Post Office Box 586507, Orlando, Florida 32805, has named and designated: David C. Copenhaver, with registered office located at: 3600 Rio Vista Avenue, Post Office Box 586507, Orlando, FL 32805, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 2nd day of May, 1996.


David C. Copenhaver
Registered Agent



FLORIDA DEPARTMENT OF STATE

Sandra B. Moon-French

Secretary of State

P96000038966

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL INTERIORS ACQUISITION CORP., a Florida corporation,
P96000038966

INTO

INTERNATIONAL INTERIORS INCORPORATED, a Florida corporation,
464938

File date: May 31, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50