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HOUSE OF WINDSOR INTERNATIONAL INTERIOR

9205 Honey Hill Court
Windermere, Florida 34786

Telephone (407) 290-9482
Fax (407) 290-0348

July 1, 1996

STATE OF FLORIDA
Division of Incorporation
Post Office Box 6327
Tallahassee, FL 32314

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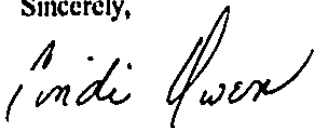
To Whom it may Concern:

Enclosed, please find the Articles of Incorporation of House of Windsor International Interior Incorporated for your approval, along with a check in the amount of one hundred twenty two dollars, fifty cents (\$122.50) for filing fees.

Once the Articles are accepted and filed, could you please forward a copy of the Certificate of Incorporation.

If you require further information, please contact me. Thank for your assistance.

Sincerely,



Cindi Owen
Assistant

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96 JUL -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HOUSE OF WINDSOR INTERNATIONAL INTERIOR INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: HOUSE OF WINDSOR INTERNATIONAL INTERIOR INCORPORATED. The address of the corporation is 9205 Honey Hill Court, Windermere, Florida 34786.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of Ten Dollars (\$10.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 9205 Honey Hill Court, Windermere, Florida 34786 and the name of the initial Registered Agent at that address is William J. Basten.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

William James Basten
9205 Honey Hill Court
Windermere, Florida 34786

Article 7. Incorporators. The name and address of each Incorporator is as follows: Cindi Owen, 2400 Maitland Center Parkway, Suite 101, Maitland, Florida 32751.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Preemptive Rights. Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 1st day of July, 1996.



Cindi Owen

ACCEPTANCE BY REGISTERED AGENT

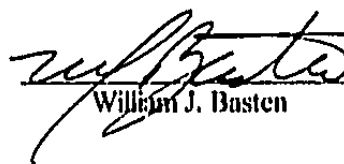
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of
HOUSE OF WINDSOR INTERNATIONAL INTERIOR INCORPORATED which is
contained in the foregoing Articles of Incorporation. I am familiar with and accept the
obligations of Section 607.0505 F.S

DATED this 1st day of July, 1996.



William J. Basten