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HARVEY H. HARLING

COUNSELLOR AT LAW

ATTORNEY AT LAW AND MANAGING PARTNER HARRIS

TOWN EXECUTIVE CENTER
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July 3, 1996

STATE OF FLORIDA
DEPARTMENT OF STATE
Corporate Division
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

700001885617
-07/05/96--01092--007
****122.50 ****122.50

Attention: Secretary of State

Reference: Incorporation of Design Management Associates Inc.

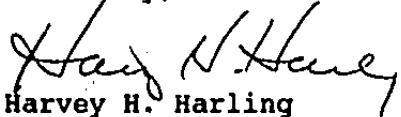
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$122.50 for filing fees.

Please file the original and return a stamped copy along with the certificate of incorporation. A self addressed envelope is included for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,


Harvey H. Harling

HHH:ad
Enclosures

cc: Victoria Goldman

FILED
96 JUL -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9-96
XP

ARTICLES OF INCORPORATION
OF
DESIGN MANAGEMENT ASSOCIATES INC.

FILED
96 JUL -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is DESIGN MANAGEMENT ASSOCIATES INC. The address of the principal office is 12486 Sawgrass Court, Wellington, Florida 33414.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of operating an interior design facility including planning, contract services and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$10.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 6100 Glades Road, Suite 201, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The names and addresses of the initial director of this corporation is:

**Victoria J. Goldman
12466 Sawgrass Court
Wellington, FL 33414**

President and Director

ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

**Victoria J. Goldman
12466 Sawgrass Court
Wellington, FL 33414**

President and Director

ARTICLE 8 - INCORPORATOR

**The name and address of the person signing these articles is:
Victoria J. Goldman, 12466 Sawgrass Court, Wellington, FL 33414.**

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Victoria J. Goldman

1000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

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

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed
these Articles of Incorporation this ____ day of July 3, 1996.

Victoria J. Goldman
Victoria J. Goldman,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd
of July 1996 by VICTORIA J. GOLDMAN who has produced
Florida DL # G 435-870-47-596-0 as identification and who did take an
oath.

Grace Daddato
Name: GRACE DADDATO
Notary Public - State of Florida
Commission No.:
My commission expires:



**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
DESIGN MANAGEMENT ASSOCIATES INC.**

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **DESIGN MANAGEMENT ASSOCIATES INC.**

2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 6100 Glades Road, Suite 201, Boca Raton, Florida 33434.**


VICTORIA J. GOLDMAN
President and Director

Dated: July 3, 1990

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance

of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Harvey H. Harling
HARVEY H. HARLING

Dated: July 3, 1996

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 3rd day of July, 1996, by HARVEY H. HARLING, who is personally known to me and VICTORIA J. GOLDMAN who has produced Florida Driver License # G 435-870-47-596-0 as identification and both of whom did take an oath.

Grace Daddato
Name: GRACE DADDATO
Notary Public - State of Florida
My Commission No.:
My commission expires:



FILED
96 JUL -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA