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SIEMON, LARSEN & MARSH

Allmer Park
433 Plaza Real, Suite 339
Dade County, Florida 33132

Telephone (305) 381-0800
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Off Counsel
MacLaren & MacLaren, P.A.

August 15, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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08/16/96--01002--019
***122.50 ***122.50

Re: Bates/In House Residential Interiors, Inc.

Gentlemen:

Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of In House Residential Interiors, Inc., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

Linda O. MacLaren
Linda O. MacLaren

Enclosures (4)
cc: Janet Bates

SENT VIA FEDERAL EXPRESS

Dmc
8/21/96

FILED
96 AUG 15 PM 12:57
TALLAHASSEE, FLORIDA

FILED

96 AUG 15 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IN HOUSE RESIDENTIAL INTERIORS, INC.

ARTICLE 1

NAME

The name of this Corporation is In House Residential Interiors, Inc.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 23373 Drayton Drive, Boca Raton, Florida 33433.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 23373 Drayton Drive, Boca Raton, Florida 33433.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the

United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 23373 Drayton Drive, Boca Raton, Florida 33433, and the name of the initial registered agent of this Corporation at that address is Janet R. Bates.

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator,
is Janet R. Bates, 23373 Drayton Drive, Boca Raton, FL 33433.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these
Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 15th day of
August, 1996.


JANET R. BATES, Incorporator

FILED

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SECRET
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

FOR

IN HOUSE RESIDENTIAL INTERIORS, INC.

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

In House Residential Interiors, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Janet R. Bates, located at 23373 Drayton Drive, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named 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 and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.



Janet R. Bates

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SIEMON, LARSEN & MARSH

Miner Park
433 Main Road, Suite 339
Dade County, Florida 33432

Telephone (561) 368-3888
Facsimile (561) 368-4000

Of Counsel:
MacLaren & MacLaren, P.A.

November 19, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-11/26/96--01142--001
*****35.00 *****35.00

Re: Bates/In House Residential Interiors, Inc.

Dear Sir:

With regard to the above captioned matter, enclosed please find the following.

1. Articles of Amendment to Articles of Incorporation of In House Residential Interiors, Inc. and two copies thereof
2. Check number 2917 drawn on U. S. Trust Company of Florida payable to the Secretary of State in the amount of \$35.00.

for filing.

Should you have any questions or need any further information, please do not hesitate to contact us.

Best regards.

Very truly yours,

Robert I. MacLaren

Enclosures (4)
J:\BATES\CORP\SEC\STAT.N19

VS DEC 6 1996

N/C

FILED
96 NOV 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IN HOUSE RESIDENTIAL INTERIORS, INC.

The undersigned being the President and Secretary of In House Residential Interiors, Inc., a Florida corporation, hereby execute these Articles of Amendment to the Articles of Incorporation of In House Residential Interiors, Inc., a Florida corporation, on behalf of the Corporation, and further state as follows:

1. The name of the corporation is hereby amended to be IN HOUSE INTERIORS, INC.
2. The foregoing amendment was adopted by all of the members of the Board of Directors and all of the Stockholders of this Corporation in a written action of all the members of the Board of Directors and all of the Stockholders of this Corporation dated the 21st day of October, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment to the Articles of Incorporation this 18th day of November, 1996, all in accordance with Section 607.1006, Florida Statutes.

WITNESSES:

IN HOUSE INTERIORS, INC.
a Florida corporation

By:

Janet R. Bates
Janet R. Bates, President

Attest:

Janet R. Bates
Janet R. Bates, Secretary

(Corporate Seal)