

P96000076205

1:02 PM

REPORT OF COVER SHEET
SELECTIONS: FILING COVER SHEET

((H96000012818 6))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

JAMB: INTERIOR ELEMENTS, INC.
AUDIT NUMBER.....H96000012818
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 8
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

* ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: m
help F1 Option Menu F2

NUM Connect: 00:09:14

FILED
96 SEP 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-13-96
75

RECEIVED
96 SEP 13 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000012818

(8)

FILED
SEP 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

These are the Articles of Incorporation
of the Florida Corporation Identified Below and
filed with the Secretary of State of Florida.

INTERIOR ELEMENTS, INC. ARTICLES OF INCORPORATION

These Articles of Incorporation were prepared by:
Victor K. Rones, Margulies and Rones, P.A.
16105 NE 18 Avenue, N Miami Beach, Florida 33162
Florida Bar No. 245178 Phone: (305) 945-6522

H96000012818

H96000012818

TABLE OF CONTENTS
OF ARTICLES OF INCORPORATION

<u>Article Number</u>	<u>Article Title</u>	<u>Page</u>
I	Name	1
II	Purpose	1
III	Duration	1
IV	Capital Stock	2
V	Incorporator	2
VI	Bylaws	2
VII	Amendment	2
VIII	Powers	3
IX	Registered Agent	3
X	Director(s)	3
XI	Principal Place of Business	3
XII	Additional Corporate Powers	4

H96000012818

H96000012818

ARTICLES OF INCORPORATION
FOR
INTERIOR ELEMENTS, INC.

The undersigned hereby associate for the purposes of forming a Florida corporation for the purposes of transacting business in the corporate form in accordance with the laws of the State of Florida and the Articles hereinafter set forth.

FILED
SEP 13 PM 3:27
CLERK OF THE
COURT
JULY 1996

ARTICLE I: NAME OF CORPORATION

The name of the Corporation formed by these Articles of Incorporation will be **INTERIOR ELEMENTS, INC.**

ARTICLE II: PURPOSE OF CORPORATION

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III: DURATION OF CORPORATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by said shareholder.

H96000012818

ARTICLE IV: CAPITAL STOCK OF CORPORATION

The total number of shares of capital stock which the corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V: INCORPORATOR OF CORPORATION

The name and address of the person signing these Articles of Incorporation is VICTOR K. RONES, 16105 NE 18 Avenue, Miami, Florida 33162.

ARTICLE VI: BYLAWS OF CORPORATION

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VII: AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

-Page 2-

H96000012818

H96000012818

ARTICLE VIII: POWERS OF CORPORATION

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to sell, mortgage, or pledge all or substantially all of its property and assets.

ARTICLE IX: REGISTERED AGENT OF CORPORATION

The Registered Agent of this Corporation shall be VICTOR K. HONES, whose address is 16105 NE 18 Avenue North Miami Beach, Florida 33162.

ARTICLE X: DIRECTOR(S) OF CORPORATION

The initial board of Director(s) for this Corporation and address(es) is(are):

- (i) Larry Shedd; and
- (ii) Mark Collier.

Both of said directors' addresses are at 16105 NE 18 Avenue, North Miami Beach, Florida 33162.

ARTICLE XI: PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 16105 NE 18 Avenue North Miami Beach, Florida 33162.

H96000012818

H96000012818

ARTICLE XII: ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects herinabove stated, the corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, including any union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or other corporation;

(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder who should desire to sell, transfer, or otherwise dispose of any shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A pension plan;
- (ii) A profit-sharing plan;
- (iii) A stock bonus plan;
- (iv) A restricted stock option plan;
- (v) A medical reimbursement plan
- (vi) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal on September 12, 1996 for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.


VICTOR K. RONES, Incorporator

-Page 4-

H96000012818

STATE OF FLORIDA
COUNTY OF DADE

SS.:

H96000012818

BEFORE ME, the undersigned authority, this day personally appeared, VICTOR K. RONES, who after being by me duly sworn, deponee and says that he is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, on September 12, 1996.

Hilda Garza
Notary Public, State of Florida

My Commission Expires:

Printed Name of Notary: Hilda Garza



ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of INTERIOR ELEMENTS, INC. do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

DATED at North Miami Beach, Dade County, Florida, on September 12, 1996.

VICTOR K. RONES, ESQUIRE

H96000012818

FILED
SEP 13 PM 2:44
CLERK OF STATE
TREASURY DEPT.