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CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite J, Tallahassee, FL 32301, (904) 224-8670
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Interior Space
Affiliates, Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
☒ Capital Express™		
☒ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☒ Foreign Corp. File		
☐ () Cert. Copy(s)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ C U B.		
☐ Fictitious Name File		
☐ Name Reservation		
☐ Annual Report/Statement		
☐ Reg. Agent Service		
☐ Document Filing		
☐ Corporate Kit		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s, Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone ()		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () pgs.		
SUBTOTALS		

700001957107
 -09/25/96--01091--003
 ***122.50 ***122.50

EFFECTIVE DATE
SEP 20 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN
 Will Pick Up

9/25 2:30 AB 9/26

FEE	
DISBURSED	
SURCHARGE	
TAX on corporate supplies	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE
SEP 20 1996

FILED
96 SEP 25 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERIOR SPACE AFFILIATES, INC.**

ARTICLE I - NAME

The name of this corporation is Interior Space Affillates, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

3000 High Ridge Road
Suite 12
Boynton Beach, Florida 33426

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of
the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on September 20,
1996.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par
value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by
either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Bonnie N. Kowalsky
3000 High Ridge Road
Suite 12
Boynton Beach, FL 33426

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles Are:

Bonnie N. Kowalsky
3000 High Ridge Road
Suite 12
Boynton Beach, FL 33426

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bonnie Nathan Kowalsky	630 Boca Marina Court Boca Raton, Florida 33487

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

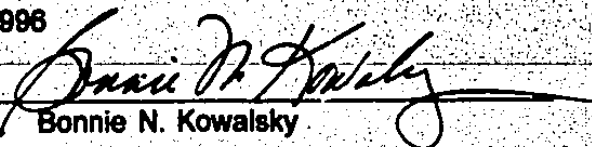
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of September, 1996.

By: 
Bonnie N. Kowalsky

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated the 20th day of September, 1996

By: 
Bonnie N. Kowalsky