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MICHAEL MAGRUDER
ATTORNEY AT LAW
Waterfront Square
220 East Monument Avenue • Suite C
Kissimmee, Florida 34741
(407) 870-8900 • Fax: (407) 870-9899

FILED

96 NOV 14 AM 10:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/01/96--01105--011
*****70.00 *****70.00

Re: INTERIORS BY CHARLES, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. I am also enclosing our check in the amount of \$70.00 to exclude the certified copy.

Please forward the copy in the enclosed, self-addressed, stamped envelope.

Very truly yours,



C. Michael Magruder

CMM/cw
Enclosures

23491
11/14/96
11/14/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

MICHAEL MAGRUDER, ESQ.
220 E MONUMENT AVE, SUITE C
KISSIMMEE, FL 34741

SUBJECT: INTERIORS BY CHARLES, INC.
Ref. Number: W96000023491

We have received your document for INTERIORS BY CHARLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00050824

MICHAEL MAGRUDER
ATTORNEY AT LAW
Waterfront Square
220 East Monument Avenue • Suite C
Kissimmee, Florida 34741
(407) 870-8900 • Fax: (407) 870-9899

November 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: INTERIORS BY CHARLES, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. A check in the amount of \$70.00 was mailed previously. Enclosed is a copy of your letter dated Nov. 5, 1996.

Please forward a copy in the enclosed, self-addressed, stamped envelope provided herein.

Very truly yours,



C. Michael Magruder

CMM/cw
Enclosures

**ARTICLES OF INCORPORATION
OF
INTERIORS BY CHARLES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
Corporate Name**

The name of the corporation is INTERIORS BY CHARLES, INC.

**ARTICLE II
Duration**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III
Purpose**

This corporation is organized for the purpose of interior design and decorating, furniture and accessory sales, and for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
Capital Stock**

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

**ARTICLE V
Initial Registered Office and Agent**

The principal office, and the mailing address of the corporation is:

220 E. Monument Ave., Ste. C
Kissimmee, FL 34741

The name and street address of the initial registered agent of this corporation is:

C. Michael Magruder
220 E. Monument Ave., Ste. C
Kissimmee, FL 34741

**ARTICLE VI:
Initial Board of Directors**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than one. The names and addresses of the initial directors are as follows:

Charles Baldwin, President
220 E. Monument Ave., Ste. C
Kissimmee, FL 34741

Sandra Baldwin, Vice President
220 E. Monument Ave., Ste. C
Kissimmee, FL 34741

**ARTICLE VII
Incorporators**

The name and addresses of the incorporator signing these Articles of Incorporation are as follows:

C. Michael Magruder
220 E. Monument Ave., Ste. C
Kissimmee, FL 34741

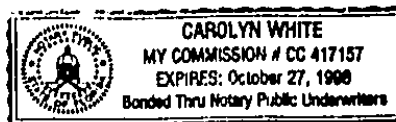
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of October, 1996.


C. MICHAEL MAGRUDER

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 5th day of October, 1996, by C. Michael Magruder, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


Carolyn M. White
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of INTERIORS BY CHARLES, INC., pursuant to Florida Statutes, sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 220 E. Monument Ave., Ste. C, Kissimmee, Florida 34741, has named C. Michael Magruder, located at the aforesaid address as its registered agent to accept service of process within this state. Under that acknowledgement having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


C. Michael Magruder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA