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WEIL, GOTSHAL & MANGES LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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BRUCE J. BERMAN
DIRECT LINE (305) 577-3120
E-MAIL bberma00@counsel.com

January 2, 1997

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Judson-Leigh interiors, Inc.

To whom it may concern:

Enclosed for filing with the Department of State are articles of incorporation for the above-named corporation, together with an acceptance of appointment by registered agent.

Also enclosed is my personal check in the sum of $122.50 for the required filing and certified copy fees, together with a return envelope for the certified copy.

Thank you for your attention to this matter. Please telephone me at the above number if you should have any questions.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Bruce J. Berman

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JUDSON-LEIGH INTERIORS, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is Judson-Leigh Interiors, Inc.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida, including, without limitation, the purchasing and selling of interior furnishings and materials and the rendering of decorating and design-related services for commercial and residential customers and clients.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

2200 S.W. 28th Street
Coconut Grove, Florida 33133

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, having a par value of $1.00 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 701 Brickell Avenue, Suite 2100, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be Bruce J. Berman.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be two (2).

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name	Address
Bruce J. Berman	701 Brickell Avenue, #2100 Miami, FL 33131

ARTICLE IX

OFFICERS

The initial officers of the Corporation shall be:

President/Director
Susie L. Berman
2200 S.W. 28th Street
Coconut Grove, FL 33133

Vice President/Treasurer/Director
Bruce J. Berman
701 Brickell Avenue
Suite 2100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of ~~December, 1996~~. January, 1997.

BRUCE J. BERMAN

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with, and accepts the obligations of, his position as registered agent.

DATED this 2nd day of ~~December~~ January, 1997

By: [signature]
Bruce J. Berman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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