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WEIL, GOTSHAL & MANGES LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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DALLAS  
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NEW YORK  
WASHINGTON, D.C.

BRUSSELS  
BUDAPEST  
LONDON  
PRAGUE  
WARSAW

BRUCE J. BERMAN  
DIRECT LINE (305) 577-3120  
E-MAIL bberman00@comcast.com

January 2, 1997

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

900002045819--7  
-01/03/97--01167--013  
\*\*\*\*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.

Sincerely,

Bruce J. Berman

Enclosures

FILED  
97 JAN -3 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8N JAN - 9 1997

**FILED**

97 JAN -3 PM 2:10

CLERK OF DISTRICT COURT  
JACKSONVILLE, 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

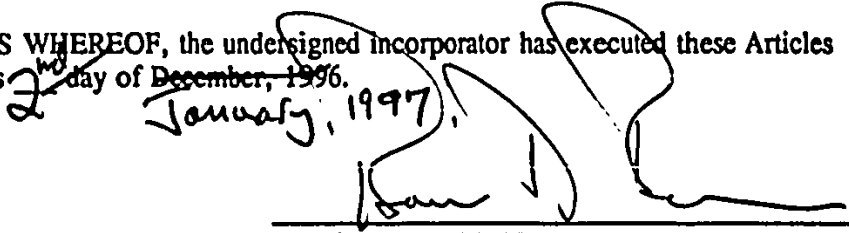
**ARTICLE IX**  
**OFFICERS**

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 2<sup>nd</sup> day of January, 1997.

  
\_\_\_\_\_  
BRUCE J. BERMAN

### 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 2<sup>nd</sup> day of January 1997

By:   
Bruce J. Berman

FILED  
97 JUN -3 PM 2:10  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA