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Alan J. Polin, P.A.  
ATTORNEY AT LAW

January 6, 1997

Via Overnight Mail

Secretary of State of Florida  
Corporate Division  
The Capital  
Tallahassee, FL 32304

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-01/03/97--01060--020  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Articles of Incorporation of  
Joyce Shore Interior Designs, Inc.**

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for Joyce Shore Interior Designs, Inc. In addition, a check in the amount of \$122.50 is enclosed for the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

TOTAL      \$122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -8 PM 1:18

Please file the original Articles of Incorporation and return the certified copy to me at the above address in the overnight envelope enclosed for that purpose. Please call me immediately if there is any problem with filing these Articles immediately as time is of the essence.

Your prompt attention to this matter would be appreciated. Thank you.

Very truly yours,

Alan J. Polin, P.A.

Alan J. Polin

AJP/paw  
Enclosures

Admitted to Practice In Florida and New York

Coral Springs Financial Plaza  
3300 University Drive • Suite 601 • Coral Springs, FL 33065  
(954) 345 3408 • FAX (954) 345 3902

**ARTICLES OF INCORPORATION  
OF  
JOYCE SHORE INTERIOR DESIGNER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME.** The name of this corporation shall be:

**JOYCE SHORE INTERIOR DESIGNER, INC.**

**ARTICLE II. PRINCIPAL OFFICE:** The principal place of business or mailing address of this corporation shall be:

**2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308**

**ARTICLE III. CAPITAL STOCK.** The aggregate number of shares of stock this corporation is authorized outstanding at any one time is: One Thousand (1,000) Shares, all of one class, common stock, at One (\$1.00) Dollar par value.

**ARTICLE IV. TERM OF EXISTENCE.** This corporation is to exist perpetually.

**ARTICLE V. PREEMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued, (whether or not presently authorized), including shares from the Treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent and office of this corporation is as follows:

**JOEL SHORE, 2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308**

**ARTICLE VII. THE NAME(S) AND ADDRESS(ES) OF THE INCORPORATOR(S).** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation is (are):

**JOYCE SHORE, 2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308  
JOEL SHORE, 2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308**

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS.** This corporation shall have two (2) director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one (1).

The name(s) and address(es) of the initial director(s) of this corporation is (are):

**JOYCE SHORE, 2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308**  
**JOEL SHORE, 2737 NE 35TH COURT, FT. LAUDERDALE, FL 33308**

**ARTICLE IX. PURPOSE.** The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Chapter 607, the "Florida Business Corporation Act" of the State of Florida. Further, the business purposes of this corporation are to perform interior design services and/or interior decorator services including, but not necessarily limited to designing, giving consultations, studies, drawings, specifications, and administration of design construction contracts relating to non-structural interior elements of a building or structure and dealing with specifications of fixtures and their location within interior spaces, performing the selection and/or giving assistance in selection of surface materials, window treatments, wall coverings, paint, floor coverings, surface-mounted lighting, surface-mounted fixtures, and loose furnishings not subject to regulations under applicable building codes; all as more particularly provided for under Chapter 481, Florida Statutes (1995), as amended (and particularly Sections 481.201-481.24, Florida Statutes).

**ARTICLE X. NOTICE.** All notices required by Chapter 607, Florida Statutes, including notice to directors and shareholders, must be in writing unless oral notice is authorized in the bylaws.

**ARTICLE XI. SHARES WITHOUT CERTIFICATES.** The board of directors may authorize issuance of all or any portion of the corporation's shares without certificates unless the by laws provide otherwise.

**ARTICLE XII. AMENDMENT OF ARTICLES.** This corporation may amend its Articles of Incorporation at any time to add or change a provision that is required or permitted in the Articles of Incorporation or to delete a provision not required in the Articles of Incorporation. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the board of directors and approved by a majority of the shareholders entitled to vote as more specifically set forth in §§607.1002 and 607.1003, Florida Statutes.

**ARTICLE XIII. CUMULATIVE VOTING.** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted

or qualified by any provision in the bylaws of the corporation.

**ARTICLE XIV. INDEMNIFICATION.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provision of §607.0850, Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

Joyce Shore  
Joyce Shore (Incorporator)

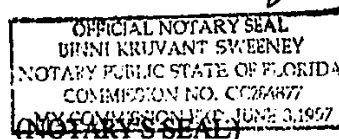
Joel Shore  
Joel Shore (Incorporator)

STATE OF FLORIDA       }  
                                      } SS:  
COUNTY OF BROWARD   }

The foregoing instrument was acknowledged before me this 12 day of December, 1996, by JOYCE SHORE, who is personally known ~~to me or has produced~~ as identification and did (not) take an oath.

Binni Kravant Sweeney

Notary Public:

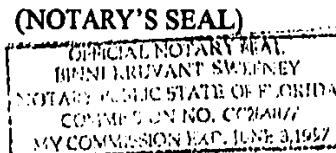


STATE OF FLORIDA       }  
                                      } SS:  
COUNTY OF BROWARD   }

The foregoing instrument was acknowledged before me this 12 day of December, 1996, by JOEL SHORE, who is personally known ~~to me or has produced~~ as identification and did (not) take an oath.

Binni Kravant Sweeney

Notary Public:



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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PURSUANT TO THE PROVISIONS OF §607.0501 AND §617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

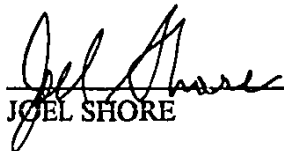
1. The name of the corporation is: JOYCE SHORE INTERIOR DESIGNER, INC.
2. The name and address of the registered agent and office is:

JOEL SHORE  
(NAME)

2737 NE 35TH COURT  
(P.O. BOX NOT ACCEPTABLE)

FT. LAUDERDALE, FL 33308  
(CITY/STATE/ZIP)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505 AND §617.0501, FLORIDA STATUTES.

  
JOEL SHORE

Dated: 12.12.96