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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTERNATIONAL MANUFACTURERS SALES GROUP, INC  
AUDIT NUMBER.....H97000001364  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS...0 PAGES..... 4  
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**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MANUFACTURERS SALES GROUP, INC.**

**ARTICLE I - NAME**

The name of the corporation is:

**INTERNATIONAL MANUFACTURERS SALES GROUP, INC.**

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

A. To engage in the business of providing world wide sales and marketing representation and services for manufacturers, suppliers and distributors of hardware, furniture, furnishings, decor items, plumbing and lighting fixtures, and related merchandise of all types and kinds.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

C. To purchase, manufacture or otherwise acquire and to own, mortgage, sell, pledge, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, any services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, cooperative association, state fair or exposition.

D. No recitation or declaration of special purposes or powers herein enumeration shall be deemed to be exclusive, but all lawful powers now or which may hereafter be conferred to a corporation for profit under the laws of the State of Florida are hereby included.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

Louis L. LaFontaine, Jr.  
3121 Commodore Plaza, Suite 301  
Miami, FL 33133  
Florida Bar No. 044851  
(305) 444-3121

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**ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of this corporation is:

3121 Commodore Plaza, Suite 301  
Miami FL 33133

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

Louis L. LaFontisee, Jr.  
3121 Commodore Plaza, Suite 301  
Miami FL 33133

**ARTICLE VI - MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed by the Board of Directors consisting of not less than one and not more than five directors elected by a majority vote of the shareholders. Each director must be over eighteen (18) years of age.

**ARTICLE VII - BY LAWS**

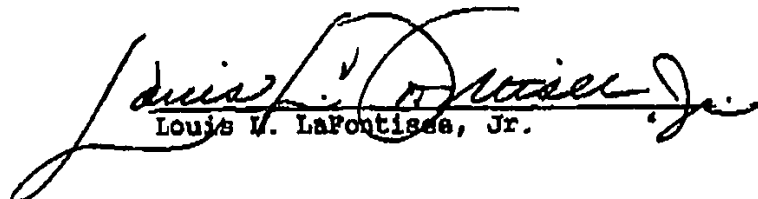
The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

**ARTICLE VIII - SUBSCRIBER**

The name and address of the person signing these Articles is:

Louis L. LaFontisee, Jr.  
3121 Commodore Plaza, Suite 301  
Miami FL 33133

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereunto set his hand and seal this 23<sup>rd</sup> day of January, 1997.

  
Louis L. LaFontisee, Jr.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

INTERNATIONAL MANUFACTURERS SALES GROUP, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, Florida, has named:

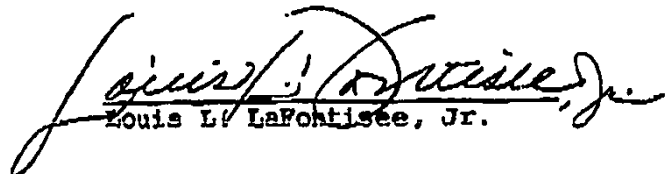
Louis L. LaFontisee, Jr.

3121 Commodore Plaza, Suite 301

Miami FL 33133

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.

  
Louis L. LaFontisee, Jr.

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