

J. CHRISTOPHER RAY

ATTORNEY AT LAW

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P970000 10993

January 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100002075031--0
-01/31/97--01070--011
****122.50 ****122.50

Re: Articles of Incorporation of Downtown Decor & More,
Inc.

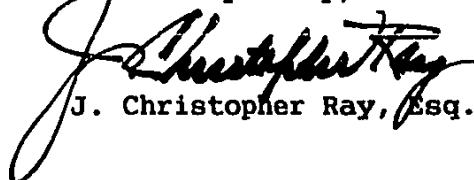
Gentlemen:

Enclosed please find the original and copy of Articles of
Incorporation which are submitted to you for filing as prescribed
by statute.

Also enclosed please find my trust account check in the amount of
\$122.50 to cover the fees for filing.

Would you please accept the same and file accordingly.

Yours very truly,


J. Christopher Ray, Esq.

Encl.

F. CHASCO FEB 4 1997

ARTICLES OF INCORPORATION

OF

DOWNTOWN DECOR & MORE, INC.

FILED
97 JAN 31 PM 2:48
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation is: DOWNTOWN DECOR & MORE, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is SEVENTY-FIVE (75) shares of no-par common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED AND NO/100ths..DOLLARS (\$100.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address in this State of the principal office of this corporation shall be: 108 Magnolia Street, Sanford, Florida 32771.

ARTICLE VII.

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

MARY C HUDSON.....1957 Monterey Drive, Deltona,
Florida 32738.

DOROTHY A. MILLER.....120 Candlewick Court, Sanford,
Florida 32773.

ARTICLE IX. SUBSCRIBERS

The name and address of the persons signing these Articles of Incorporation as a subscriber is:

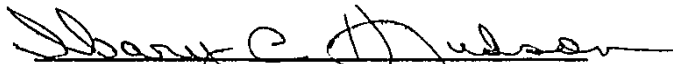
MARY C. HUDSON.....1957 Monterey Drive, Deltona,
Florida 32738...25 shares.

CONSTANCE F. HUDSON.....1957 Monterey Drive, Deltona,
Florida 32738...25 shares.

DOROTHY A. MILLER.....120 Candlewick Court, Sanford,
Florida 32771...25 shares.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles be made.


MARY C. HUDSON


CONSTANCE F. HUDSON



DOROTHY A. MILLER

STATE OF FLORIDA

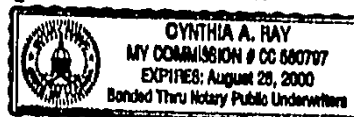
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Mary C. Hudson, Constance F. Hudson and Dorothy A. Miller, to me well known to be the persons described as a subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 28th day of January, 1997.


NOTARY PUBLIC
My Commission Expires:
I.D.Used: Personal Knowledge

CYNTHIA A. RAY




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that DOWNTOWN DECOR & MORE, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Sanford, Florida, has named Mary C. Hudson, located at 1957 Monterey Drive, Deltona, Florida 32738, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


MARY C. HUDSON
Resident Agent

FILED
JAN 31 1957
ALACHUA COUNTY, FLORIDA