

LOURDES DERGAN ERMER
ATTORNEY AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 18 PM 1:12

April 15, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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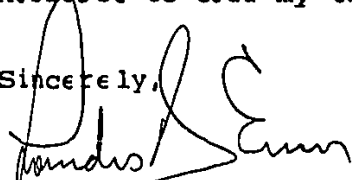
RE: ACCENTS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced to-be-formed corporation and a check in the amount of \$122.50 to cover the filing fees for same. Please send the filed copy back to the undersigned as soon as possible.

Thank you for your attention and cooperation with this matter. Should you have further questions or concerns, please do not hesitate to call my office.

Sincerely,



LOURDES DERGAN ERMER, P.A.

LDE/gc
Enclosures

D. BROWN APR 21 1997

**ARTICLES OF INCORPORATION
OF
ACCENTS, INC.**

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

ARTICLE I-NAME

The name of the corporation is **ACCENTS, INC.**

ARTICLE II-NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida, to wit:
IMPORT AND SALE OF HOME ACCESSORIES.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 15,000 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V-ADDRESS

The initial street address of the principal office of this corporation is to be:

2405 S.W. 123rd Court
Miami, FL 33175

the board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI-REGISTERED AGENT

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

That, ACCENTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the City of Miami, County of Dade, has named:

LOURDES DERGAN ERMER, P.A.
6011 West 16th Avenue
Hialeah, FL 33012

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

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ACKNOWLEDGMENT

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 to comply with the provisions of said Act relative to keeping open said office.


Lourdes D. Ermer, Registered Agent

ARTICLE VII-DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VIII-INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

GEORGINA PEIRATS and RAFAEL GONZALEZ
2405 S.W. 123rd Court
Miami, FL 33175

ARTICLE IX-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

GEORGINA PEIRATS and RAFAEL GONZALEZ
2405 S.W. 123rd Court
Miami, FL 33175

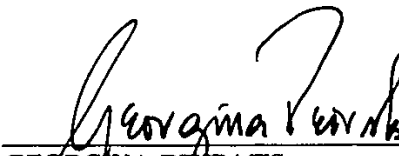
ARTICLE X-EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI-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 stockholders' meeting by a majority of the stockholders entitled to vote thereof, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing Articles of Incorporation under the laws of the State of Florida, this 11 day of April, 1997.

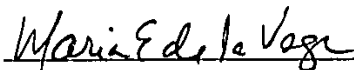

GEORGINA PEIRATS

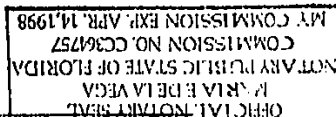

RAFAEL GONZALEZ

STATE OF FLORIDA)
:SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, **GEORGINA PEIRATS** and **RAFAEL GONZALEZ** known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following forms of identification of the above-name persons:
Drivers License

WITNESS my hand and official seal, this 11 day of April, 1996, in the County and State aforesaid.





NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My commission expires: 4-14-98