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LAW OFFICES OF
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of Counsel

May 31, 1997

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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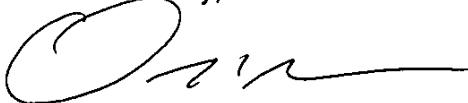
RE: Amended and Restated Articles of Incorporation:
FLORIDA CONTEMPO DESIGN, INC.
P93000050577

To whom it may concern,

Enclosed herewith is an executed original of the Amended and Restated Articles of Organization for the above referenced corporation, together with our check for \$87.50 (the registered agent is not being changed). Please return a certified photocopy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Yours sincerely,



Darrin R. Schutt, Esq.

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DIVISION OF CORPORATIONS
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AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
FLORIDA CONTEMPO DESIGN, INC.

The undersigned, Robert Chilton, Secretary of the Corporation, hereby files in the Office of the Secretary of State of the State of Florida, for the purpose of amending and restating the Articles of Incorporation, in accordance with the laws of the State of Florida, the following Amended and Restated Articles of Incorporation, as by law provided. These Amended and Restated Articles of Incorporation were duly approved by a majority vote of the shareholders in accordance with §§ 607.10025, 607.1003 and 607.1004, Florida Statutes. The date of approval of these Amended and Restated Articles of Incorporation is May 31, 1997. The original Articles of Incorporation were filed on July 14, 1993.

I. NAME:

The name of this Corporation shall be: FLORIDA CONTEMPO DESIGN, INC.

II. BUSINESS:

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of FIVE THOUSAND (5,000) shares of common stock, at no par value per share.

IV. EXISTENCE

The corporation shall have perpetual existence.

V. PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 8915 North Fork Drive, North Fort Myers, FL 33917; there is no change in the corporation's registered agent.

VI. DIRECTORS:

The Corporation shall have not less than two Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The directors are:

Germaine E. Dumas
5358 Colony Court
Cape Coral, Florida
33904

Robert DeMarco
1496 Cumberland Court
Fort Myers, Florida
33919

Robert Chilton
138 S.W.52nd Terrace
Cape Coral, Florida
33914

VII. GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Cape Coral, Lee County, Florida, this 31st day of May, 1997.

by: 

Secretary: Robert Chilton

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 31st day of May, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared Robert Chilton, who is personally known to me and who executed the foregoing instrument, and acknowledged before me that he executed the same.

My Commission Expires: 12 May 2001


Darrin R. Schutt

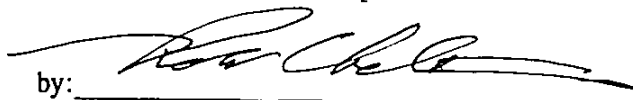
Notary Public, State of Florida
Commission No.: CC646683



Darrin R Schutt
My Commission CC646683
Expires May 12, 2001

**CERTIFICATE IN SUPPORT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FLORIDA CONTEMPO DESIGN, INC.**

I CERTIFY that the Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval, and that all such amendments requiring shareholder approval were approved by a vote of the shareholders sufficient for approval in accordance with the provisions of §§ 607.10025, 607.1003 607.1004 and 607.1006, Florida Statutes.


by: _____
Secretary: Robert Chilton