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MARK ANTHONY GAGER

Attorney at Law

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West Melbourne, Florida 32904

July 14, 1997

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Dear Sir/Madam:

Please find enclosed the following:

1. An original and one (1) copy of the Articles of Incorporation for MICHAEL GAINNEY INTERIORS, INC. as well as the Certificate of Designation Registered Agent/Registered Office. IF THIS NAME HAS BEEN TAKEN THEN PROCEED TO NUMBER 2.
2. An original and one (1) copy of the Articles of Incorporation for INTERIORS BY MICHAEL GAINNEY, INC. as well as the Certificate of Designation Registered Agent/Registered Office. IF THIS NAME HAS BEEN TAKEN THEN PROCEED TO NUMBER 3.
3. An original and one (1) copy of the Articles of Incorporation for INTERIORS BY GAINNEY, INC. as well as the Certificate of Designation Registered Agent/Registered Office.

Also, please find enclosed my check in the amount of \$122.50 which covers the filing fee of \$35.00, Designation of registered Agent fee of \$35.00 and \$52.50 for the Certified Copy of the Articles of Incorporation.

Should you have any questions please feel free to contact this office. Thanking you in advance for your assistance in this matter, I remain

Very truly yours,

MARK A. GAGER

MAG/bjd

Enclosures - As Indicated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 8:27

D. BROWN JUL 17 1997

ARTICLES OF INCORPORATION
OF
MICHAEL GAINNEY INTERIORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 8:27

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **MICHAEL GAINNEY INTERIORS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3245 North Courtenay Parkway
Merritt Island, Florida 32953**

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock, and each share having no par value. Fifty (50) shares shall be distributed to **Michael A. Gainey**, of **140 Bry Lynn Drive, West Melbourne, FL 32904** and fifty (50) share shall be distributed to **Lisa Pitts**, of **3245 North Courtenay Parkway, Merritt Island, Florida 32953**.

ARTICLE IV - NET PROFIT DISTRIBUTION

The net profit distribution shall be as follows: fifty percent (50%) to **Michael A. Gainey**, of **140 Bry Lynn Drive, West Melbourne, FL 32904** and fifty percent (50%) to **Lisa Pitts**, of **3245 North Courtenay Parkway, Merritt Island, Florida 32953**.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LISA PITTS
3245 North Courtenay Parkway
Merritt Island, Florida 32953

ARTICLE VI - INCORPORATORS

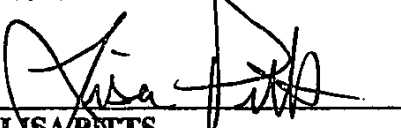
The names and street addresses of the incorporators to these Articles of Incorporation are:

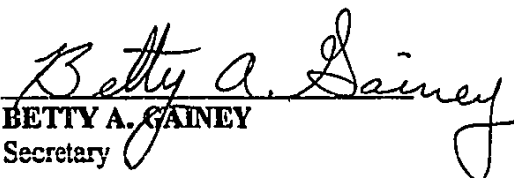
Michael A. Gainey **140 Bry Lynn Drive**
 West Melbourne, FL 32904

Lisa Pitts **3245 North Courtenay Parkway**
 Merritt Island, Florida 32953

The undersigned incorporators have executed these Articles of Incorporation this 11th day
of July, 1997.


MICHAEL A. GAINES
President


LISA PITTS
Vice President/Treasurer


BETTY A. GAINES
Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida:

1. The name of the corporation is:

MICHAEL GAINNEY INTERIORS, INC.

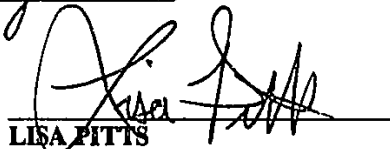
2. The name and address of the Registered Agent and Registered Office is:

LISA PITTS, Registered Agent,

3245 North Courtenay Parkway

Merritt Island, FL 32953

SUBSCRIBED to this 11th day of July, 1997.


LISA PITTS
Vice President/Treasurer
Registered Agent

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.

SUBSCRIBED to this 11th day of July, 1997.


LISA PITTS