

4. **797000068630**

Document Number Only

FILED
97 AUG -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
Requestor's Name
TALLAHASSEE, FL 32301
Address
222-1092
City State Zip Phone

UUUU02260840--0
-08/07/97--01076--023
*****70.00 *****70.00

CORPORATION(S) NAME

Designers International Inc.

Profit - Articles

- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name
Avallability
Document Examiner
Updater
Verifler
Acknowledgment
W.P. Verifler

8/07

RECEIVED
97 AUG -7 PM 12:30
DIVISION OF CORPORATION

CR2E031 (1-89)

K.R. AUG 07 1997

CERTIFICATE OF INCORPORATION

OF
DESIGNERS INTERNATIONAL INC

FILED
97 AUG -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is DESIGNERS INTERNATIONAL INC

SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 2151 Lane Ave So #304 Jacksonville, FL 32210 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is JANICE BOYD Same as Above

FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Florida

FIFTH SHARES

The total authorized capital stock of the Corporation is Five Hundred shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

JANICE BOYD
2151 Lane Ave So Suite 304
Jacksonville, FL 32210

**SEVENTH
DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

*Janice Boyd 2151 Lane Ave So #304
Jacksonville, 71 32210*

**EIGHTH
INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be 8-1-97

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

8-1-97

Janice Boyd

(Incorporator)

FILED
97 AUG - 7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

DESIGNERS INTERNATIONAL Inc

A CLOSE CORPORATION

FILED
97 AUG -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is DESIGNERS INTERNATIONAL Inc

SECOND: Its registered office in the State of ^{Florida} ~~Delaware~~ is to be located at 2151 Lane Ave So #304
JACKSONVILLE, FL 32210

County of _____ The registered agent in charge thereof is: JANICE BOYD
same as above address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of ~~Delaware~~ FLA.

FOURTH: The amount of total authorized capital stock of the corporation is divided into:
Five Hundred shares of Common

FIFTH: The name and mailing address of the incorporator is: JANICE BOYD
2151 Lane Ave So #304
JACKSONVILLE, FL 32210

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

Name & Address: JANICE BOYD 2151 Lane Ave So #304 Jacksonville, FL 32210

Name & Address: STUART BOYD 1631 MANHATTAN ST HOMEWOOD, AL 35209

Name & Address: _____

Name & Address: _____

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporations; or (4) a transaction from which the directors derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of ^{Florida} ~~Delaware~~, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

Dated At: Jacksonville, FL 8-1-97

Janice Boyd
(Incorporator)