

P970000732 67

Requestor's Name

CURZON DESIGNS
945 CLINT MOORE ROAD
BOCA RATON, FLORIDA 33487

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 22 AM 8:52

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

EFFECTIVE DATE
8-18-97

1. _____ (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) 000002274770--3
-08/22/97-01064--013
3. _____ (Corporation Name) (Document #) ****70.00 ****70.00
4. _____ (Corporation Name) (Document #) _____

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
CURZON DESIGN ASSOCIATES, INC.**

97 AUG 22 AM 8:52

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the State of Florida.

ARTICLE I

The name of Corporation is: CURZON DESIGN ASSOCIATES, INC.

EFFECTIVE DATE
8-18-97

ARTICLE II

The mailing address of the corporation is: 945 Clint Moore Road
Boca Raton, Florida 33487-2802

ARTICLE III

Capital Stock

Section 1: Authorized Shares. The number of shares this corporation is authorized to issue at any one time is two hundred (200) shares of common stock with a par value of one dollar (\$1.00) per share.

Section 2: Voting Rights of Shareholders. Each holder of the common stock shall be entitled to one vote for each share of stock recorded in his name on the books of the Corporation. Cumulative voting shall not be permitted.

Section 3. Preemptive Rights. The Corporation's shareholders have a preemptive right to purchase its shares. Therefore, the Corporation must offer to sell a prorata proportion of its stock or securities convertible into stock to its shareholders before selling or offering to sell any additional shares of its stock or any stocks, bonds, debentures, or other securities convertible into stock.

Section 4. Stock Transfer Restrictions. The Corporation shall have the right to impose restrictions on the transfer of all or any part of its shares prior to the issuance thereof and may become a party to agreements entered into by any of its shareholders restricting transfer or encumbrance of any of its shares or subjecting any of its shares to repurchase or resale obligations.

ARTICLE IV

The street address of the Registered Office of this Corporation in the State of Florida is:

945 Clint Moore Road
Boca Raton, Florida 33487-2802

Registered Agent of the Corporation at the Corporation's Registered Office is:

Grenville G. Pullen

ARTICLE V

Management

For the management of the business, for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation, its directors and shareholders, it is further provided:

Section 1. Size of Board. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than two.

Grenville G. Pullen, Director
2856 Banyan Blvd. Cir. NW
Boca Raton, Florida 33431-6329

Vincenzo Avanzato, Director
1817 S. Ocean Drive, Suite 727
Hallandale, Florida 33009

Section 2. Powers of Board. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation or as are appropriate to the management of the business and the conduct of the affairs of the Corporation, subject, nevertheless to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and the Bylaws of the Corporation.

Section 3. Personal Liability. A. Except as otherwise provided by law a director shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the immediately preceding sentence, nothing in this Section shall eliminate or limit the liability of a director of the corporation or it's shareholder for monetary damages for (i) any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any transaction from which the director derived an improper personal benefit.

B. Except as otherwise provided by law, no officer or director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or director was personally involved in the situation given rise to the litigation or unless the officer or director committed a criminal offense. The protection afforded by this Section B shall not restrict other common law protections and rights that an officer or director may have or effect the elimination of personal liability of the director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duties as a director under Section A.

ARTICLE VI

The objects and purposes for which the Corporation is organized and the nature of the business to be carried on by it are as follows:

1. To carry on the practice of interior decorating and such other activities as made from time to time be specifically found by the Board to be activities incidental to the foregoing.
2. In general, to carry on any business or activity in connection with the conferred by the foregoing and to have and exercise all of the powers and the rights conferred by the laws of the State of Florida upon corporations formed under such laws.

ARTICLE VII

Amendments. 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 stock entitled to vote thereon.

ARTICLE VIII

Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

ARTICLE IX

Duration. This Corporation shall commence existence on the date of the execution and acknowledgment of the Articles if permitted by law; if not then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

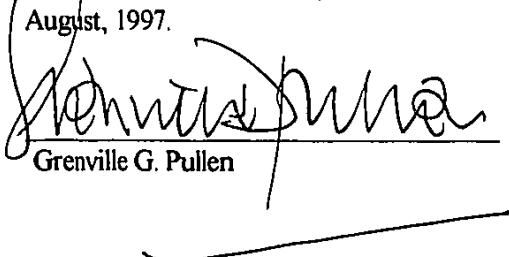
ARTICLE X

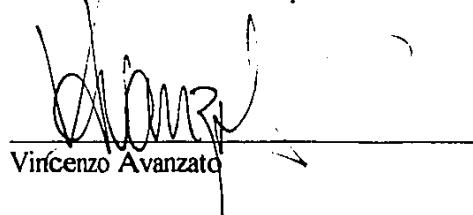
The name and address of the persons signing these Articles as subscriber/incorporator are:

Grenville G. Pullen
945 Clint Moore Road
Boca Raton, Florida 33487-2802

Vincenzo Avanzato
945 Clint Moore Road
Boca Raton, Florida 33487-2802

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 18th day of August, 1997.


Grenville G. Pullen


Vincenzo Avanzato

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Grenville G. Pullen, to me well known to be the persons described as the incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State aforesaid this 18th day of August, 1997.



Notary Public, State of Florida at Large

My Commission Expires:



Susan Rachel Miller
My Commission CC811717
Expires January 6, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**Designation of Registered Agent
And
Acceptance of Designation**

97 AUG 22 AM 8:52

In compliance with Section 607.034, Florida Statues, the following is submitted that Curzon Design Associates, Inc. desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 945 Clint Moore Road, Boca Raton, Florida 33487-2802, has named Grenville G. Pullen as its agent to accept service of process within Florida.

Grenville G. Pullen

Acknowledgment

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Grenville G. Pullen