

P970000766601

Ellen M. Steiner
9299 S.W. 152 Street
Suite 103
Miami, Florida 33157

August 15, 1997

Re: Update, Change & Rearrange Interiors, Inc.

900002282729--0
-09/02/97-01131--002
****122.50 ****122.50

Dear Madam:

I am enclosing duplicate signed originals of the Articles of Incorporation for the above referenced corporation together with a check in the sum of \$122.50 to cover the appropriate filing fee. Please return a certified copy of the Articles to me.

Sincerely,

Ellen M Steiner

Ellen M. Steiner

EMS/al

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CORPORATIONS
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16/14/97

ARTICLES OF INCORPORATION
OF
UPDATE, CHANGE & REARRANGE INTERIORS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be UPDATE, CHANGE & REARRANGE INTERIORS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One thousand (1,000) shares. All such shares shall be of a single class, designated as common. The shares shall have a par value of \$1.00 each.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or

other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Shelley C. Greenberg	and	Ellen M. Steiner
9299 S.W. 152 Street		9299 S.W. 152 Street
Suite 103		Suite 103
Miami, FL 33157		Miami, FL 33157

ARTICLE X

The initial registered agent of the corporation is Ellen M. Steiner. The street address of the corporation's initial registered office is 9299 S.W. 152 Street, Suite 103, Miami, FL 33157

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 9299 S.W. 152 Street, Suite 103, Miami, FL 33176

ARTICLE XII


The name and address of the incorporators to these Article of Incorporation is

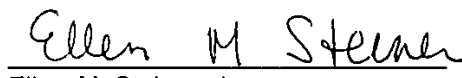
Shelley C. Greenberg
9299 S.W. 152 Street
Suite 103
Miami, FL 33157

and

Ellen M. Steiner
9299 S.W. 152 Street
Suite 103
Miami, FL 33157

The undersigned incorporators have executed these Articles of Incorporation this 26 day of August, 1997.


Shelley C. Greenberg, Incorporator


Ellen M. Steiner, Incorporator

STATE OF FLORIDA)

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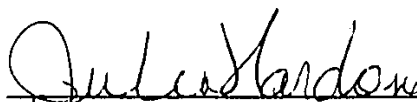
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26 day of August, 1997, by Shelley C. Greenberg and Ellen, M Steiner, who are (✓) personally known to me or (✓) have produced Id. Greenberg and _____ as identification. 6651-796-43 809-0

NOTARY SEAL



JULIA NARDONE
My Commission CC346994
Expires Feb. 07, 1998
Bonded by ANB
800-882-6678



Notary signature

JULIA NARDONE

Printed name

CONSENT TO SERVE AS REGISTERED AGENT
FOR
UPDATE, CHANGE & REARRANGE INTERIORS, INC.

FILED
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DIVISION OF CORPORATIONS
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Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: August 26, 1997

Ellen M Steiner

Ellen M. Steiner
9299 S.W. 152 Street, Suite 103
Miami, FL 33157