



THE UNITED STATES
CORPORATION
COMPANY

P97000098943

ACCOUNT NO. : 072100000032

REFERENCE : 607805 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 20, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 607805-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
ROBERT E. AYLWARD, ESQ

Suite 2425
100 North Tampa Street
Tampa, FL 33602

200002352772-1-2
-11/20/97-01044-005
****122.50 ****122.50

DOMESTIC FILING

NAME: SUSAN OKUN INTERIORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 NOV 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 20 AM 11:36
DIVISION OF CORPORATION

me 11/20/97

**ARTICLES OF INCORPORATION
OF
SUSAN OKUN INTERIORS, INC.**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:

SUSAN OKUN INTERIORS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE 2

Principal Office

The principal office and mailing address of this corporation is: 16303 Moradas de Avila, Tampa, Florida 33613.

ARTICLE 3

Shares

This corporation is authorized to issue 7,500 shares of voting common stock, par value \$1.00 per share.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 16303 Moradas de Avila, Tampa, Florida 33613; and the name of the initial registered agent of this corporation is: Susan Okun.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles of Incorporation are:

NAME

Susan Okun

ADDRESS

16303 Moradas de Avila
Tampa, Florida 33613

ARTICLE 6

Amendment

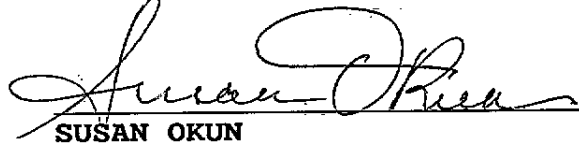
The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 7

Indemnification

This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law. The corporation, however, shall not be subject to court ordered indemnification pursuant to section 607.0950(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 18 day of November, 1997.


SUSAN OKUN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 18 day of November, 1997, by Susan Okun. She is personally known to me.


NOTARY PUBLIC

My Commission Expires:

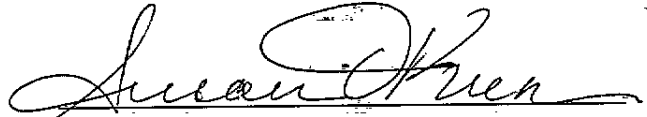


JOAN E ZACCHINI
My Commission CC501869
Expires Oct. 29, 1999

SUSAN OKUN INTERIORS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Susan Okun, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.


SUSAN OKUN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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