

*United States Registered Agents, Inc.*

P97000 100231

November 20, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

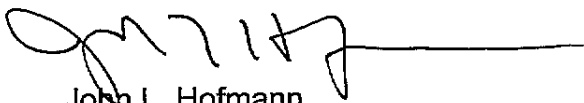
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\*\*\*\*122.50 \*\*\*\*122.50

**Re: CD Interiors, Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed company.

Also enclosed is a check in the amount of \$122.50 representing the filing fee and a certified copy.

Sincerely,



John L. Hofmann

FILED  
97 NOV 24 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: JPH 11/24/97

FILED  
97 NOV 24 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CD Interiors, Inc.**

The undersigned incorporator 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: CD Interiors, Inc.

**Article II Principal Office**

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

750 South Mashta Drive  
Key Biscayne, Florida 33149

**Article III Nature of Business**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Article IV Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock having \$1.00 par value per share

**Article V Initial Registered Agent and Street Address**

The name and address of the initial registered agent is:

United States Registered Agents, Inc.  
329 Granello Avenue  
Coral Gables, Florida 33146

**Article VI Term of Existence**

The corporation is to exist perpetually.

**Article VII Directors**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have at least one Director. The name and address of the initial member of the Board of Directors is:

Claudia A. Dunin-Borkowsky  
750 South Mashta Drive  
Key Biscayne, Florida 33149

**Article VIII Officers**

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

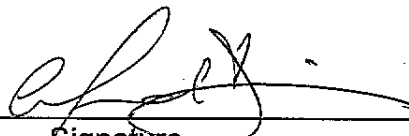
Claudia A. Dunin-Borkowsky, President, Secretary, Treasurer  
750 South Mashta Drive  
Key Biscayne, Florida 33149

**Article IX Incorporators**

The name and address of the incorporator of these Articles of Incorporation is:

Claudia A. Dunin-Borkowsky  
750 South Mashta Drive  
Key Biscayne, Florida 33149

The undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 1997.

  
\_\_\_\_\_  
Signature

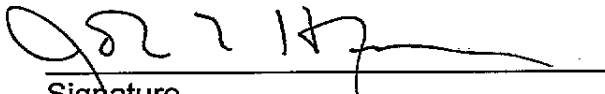
# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CD Interiors, Inc.
2. The name and address of the registered agent and office is:

United States Registered Agents, Inc.  
329 Granello Avenue  
Coral Gables, Florida 33146

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in the 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 position as registered agent.

  
\_\_\_\_\_  
Signature

11/20/97  
\_\_\_\_\_  
Date

FILED  
97 NOV 24 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA