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STUART & WALKER, P.A.
ATTORNEYS AT LAW

TELEPHONE (954) 764-7676 FAX (954) 763-4856

PAUL S. STUART FRANK C. WALKER RONALD T. DUGGAN, OF COUNSEL NANCY A. COUSINS, OF COUNSEL 600 NORTHEAST 3RD AVENUE FORT LAUDERDALE, FLORIDA 33304 PLEASE REPLY TO: POST OFFICE BOX 14004 FORT LAUDERDALE, FLORIDA 33302

WRITER'S E-MAIL ADDRESS: fcw@bellsouth.net

October 22, 1997

Secretary of State Division of Corporations 409 East Gaines St. Tallahassee FL 32399

500002333125--4 -10/29/97--01111--004 ****122.50 ****122.50

Re: INTERIOR DIRECTION, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the corporation listed above. Please file the original of the Articles and return a certified copy of same to this office. Also enclosed please find a check in the amount of \$122.50 payable to the Secretary of State as follows:

Filing Fee- \$ 35.00 Certified Copy - 52.50 Registered Agent

Designation - 35.00

Total \$122.50

Thank you for your immediate attention to this matter.

Very truly yours,

FRANK C. WALKER

Encl. TTO 2544.

Twenty Five Years of Legal Service 1972 - 1997

97 OCT 29 FM 2: 08

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November 26, 1997

WRITER'S E-MAIL ADDRESS: fcw@bellsouth.net

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

Re: Interior Direction, Inc.

Ref. Number: W97000024710

SCOPETARY OF STATE
STATEMENT DERFORATION
97 OCT 29 PM 2: 08

Dear Ms. Golden:

I am in receipt of your letter dated October 30, 1997 returning the documents on the above corporation along with the attachments. Please be advised that we are aware of the existence of the corporation named Interiors Direct, Inc. and that we are requesting that you file the enclosed documents on Interior Direction, Inc.

I am therefore enclosing an original and one copy of the Articles of Incorporation along with a copy of your Letter Number 997A00052714. Please return a certified copy of the filed documents.

Thank you for your attention to this matter.

Very truly yours,

FRANK C. WALKER

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Cc: Ms. Penny Hoysgaard

Twenty Five Years of Legal Service 1972 - 1997

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

Sandra B. Mo Secretary of

October 30, 1997

STUART & WALKER, P.A. ATTN: FRANK C. WALKER POST OFFICE BOX 14004 FORT LAUDERDALE, FL 33302

SUBJECT: INTERIOR DIRECTION, INC.

Ref. Number: W97000024710

We have received your document for INTERIOR DIRECTION, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

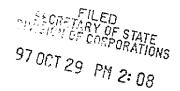
If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 997A00052714

EFFECTIVE DATE

ARTICLES OF INCORPORATION OF INTERIOR DIRECTION, INC.



The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME

The name of this corporation is: INTERIOR DIRECTION, INC.

ARTICLE TWO

DURATION

The term of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 500, all of which shall be common shares with a par value of ONE (\$1.00) DOLLAR.

ARTICLE FIVE

REGISTERED OFFICE

The street address and the mailing address of the initial office and principal office of the Corporation is 1449 S.E. 13th Street, Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent is **PENNY HOYSGAARD**.

ARTICLE SIX

DIRECTOR

The corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time as provided by the By-Laws.

ARTICLE SEVEN

INCORPORATORS AND SUBSCRIBERS

The name and address of the Incorporators and subscribers are:

PENNY HOYSGAARD

1449 S.E. 13th Street Ft. Lauderdale, Florida 33316

ARTICLE EIGHT

AMENDMENT

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE NINE

EFFECTIVE DATE

The Corporation shall be effective on October 22, 1997.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 22^{nd} day of October, 1997.

PENNY HOYSGAARD

STATE OF FLORIDA

SS

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this day of October, 1997, by PENNY HOYSGAARD, who is personally known

to me.

Lut

voed/printed name of Notary

(SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL LU ANNE MILANO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC330311 MY COMMISSION EXP. NOV. 15,1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Sections, 48.091, Florida Statutes, the following is submitted in compliance therewith:

That INTERIOR DIRECTION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named PENNY HOYSGAARD of 1449 S.E. 13th Street, Ft. Lauderdale, Florida 33316, as its agent to receive service of process within this State.

ACKNOWLEDGMENT AND CONSENT

Having been named to receive service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

PENNY HOYSGAARD

SECRETARY OF STATE DIVISION OF CORPORATIONS