2000D413

THE UNITED STATES **CORPORATION** OMPANY

ACCOUNT NO.: 072100000032

REFERENCE : _612396

COST LIMIT: \$ 70.00

ORDER DATE : November 24, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 612396-005

CUSTOMER NO: 4361807

CUSTOMER: Mr. Mark Gittelman

GOLDMAN & GITTELMAN, P.C. 100002399391--7

811 Clifton Avenue

P.o. Box 2369

Clifton, NJ 070152369

DOMESTIC FILING

NAME:

DAVID MICHAEL'S DESIGN, INC.

EFFECTIVE DATE:

XXXXX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

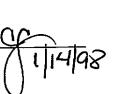
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

DAVID MICHAEL'S DESIGN, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DAVID MICHAEL'S DESIGN, INC.

The address of the principal office of this corporation shall be 25711 Inlet Way Court, Bonita Springs, FL 34135, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having \$0.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 25711 Inlet Way Court, Bonita Springs, FL 34135 and the name of the initial registered agent of the corporation at that address is David Luciani.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

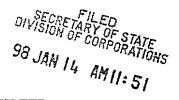
ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Theresa Cooper Corporation Service Company 830 Bear Tavern Road West Trenton, NJ 08628

The undersigned incorporator has executed these Articles of Incorporation this 24th day of November, 97.

Merela Coper Incorporator



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I, DAVID M. LUCIAH, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.

Bv:

Dated: November 24, 1997-

JMG/tmc