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REFERENCE : 709059

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 17, 1998

ORDER TIME : 12:27 PM

ORDER NO. : 709059-005

CUSTOMER NO: 9473A

CUSTOMER: Ms. Annie D. Elias  
PAMELA J. REYNOLDS, P.A.

2655 Lejeune Road  
Penthouse 1-d  
Miami, FL 33134

400002433234--4

DOMESTIC FILING

NAME: OPTIMUM INTERIOR DECORATING,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 17 PM 2:54

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 17 PM 2:54

**ARTICLES OF INCORPORATION**  
**OF**  
**OPTIMUM INTERIOR DECORATING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, 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:

**OPTIMUM INTERIOR DECORATING, INC.**

ARTICLE II.

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date of the filing of this Charter with the Secretary of State, State of Florida.

ARTICLE III.

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business as 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 corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

#### ARTICLE V.

##### INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the state of Florida shall be Michael E. Sherman, 615 N.E. 10<sup>th</sup> St. Ste. 201, Hallandale, FL and it may have such other places of business, both within and without the State of Florida, as may be necessary or convenient.

#### ARTICLE VI.

##### PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 615 N.E. 10<sup>th</sup> St. Ste. 201, Hallandale, FL.

#### ARTICLE VII.

##### INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the director is:

Michael E. Sherman  
615 N.E. 10<sup>th</sup> St. Ste. 201,  
Hallandale, FL

#### ARTICLE VIII.

##### BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX.

##### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X.

SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto in the manner provided by law.

ARTICLE XII.

INCORPORATOR

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

Michael E. Sherman  
615 N.E. 10<sup>th</sup> St. Ste. 201,  
Hallandale, FL

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 06 day of February, 1998.

  
MICHAEL E. SHERMAN

CERTIFICATE OF REGISTERED AGENT  
OF  
OPTIMUM INTERIOR DECORATING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 17 PM 2:54

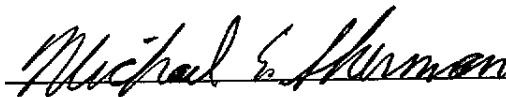
Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That OPTIMUM INTERIOR DECORATING, INC., desiring to organize under the laws of the State of Florida with its principal office in Hallandale, Florida, has named Michael E. Sherman, 615 N.E. 10<sup>th</sup> St. Ste. 201, Hallandale, FL, 33009, County of Broward, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, I am familiar with and accept the obligations provided in Section 607.0505, Florida Statutes and I agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 06 day of February, 1998.



MICHAEL E. SHERMAN