

P98000022313

DATE March 3, 98

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FL 32304

900002451109--0
-03/03/98--01125--001
*****70.00 *****70.00

RE: BACKGROUND INTERIORS, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR BACKGROUND INTERIORS, INC.

OUR CHECK IN THE AMOUNT OF \$70.00 INCLUDES THE FOLLOWING:

FILING FEE
CHARTER TAX
REGISTERED AGENT TOTAL: \$ 70.00

RESPECTFULLY SUBMITTED,



Alan Cohen

SIGNER'S NAME: ALAN COHEN
ADDRESS: 2975 NE 190 STREET
 SUITE 203
 AVENTURA, FL 33180
DAYTIME PHONE: (305)682-8417

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -9 AM 11:34

FILED

nc 3/10/98

ARTICLES OF INCORPORATION
OF
BACKGROUND INTERIORS, INC.

FILED
98 MAR -9 AM 11: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be BACKGROUND INTERIORS, INC.

ARTICLE II PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Alan Cohen
2975 NE 190 Street
Suite 203
Aventura, FL 33180

ARTICLE VI INCORPORATOR

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

Alan Cohen
2975 NE 190 Street
Suite 203
Aventura, FL 33180

ARTICLE VII PRINCIPAL OFFICE

The initial street address of the principal office of the corporation shall be:

2975 NE 190 Street
Suite 203
Aventura, FL 33180

ARTICLE VIII DIRECTORS

The number of Directors of this corporation shall be at least one (1) and no more than ten (10).

The name and street address of the member of the first Board of Directors of this Corporation are as follows:

Alan Cohen
2975 NE 190 Street
Suite 203
Aventura, FL 33180

ARTICLE IX SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Alan Cohen
2975 NE 190 Street
Suite 203
Aventura, FL 33180

IN WITNESS WHEREOF, the undersigned, Alan Cohen, competent to contract, has hereunto set his hand and seal this 3rd day of MARCH, 1998.

Alan Cohen

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared Alan Cohen known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

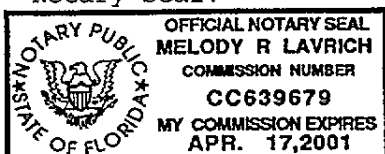
(Check He is personally known to me.
One) ✓ He provided the following type of identification:
C500-004-51-097-0 FLA DRIVERS LIC. EXP 3/17/98

WITNESS my hand and official seal this 3 day of MARCH, 1998.

Melody R Lavrich

Notary Public, State of Florida
My commission expires: 4/17/01

Notary Seal:



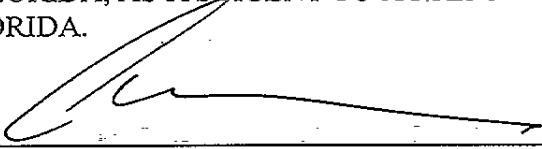
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT **BACKGROUND INTERIORS, INC.**
WITH ITS PLACE OF BUSINESS AT **2975 NE 190 STREET**
SUITE 203
AVENTURA, FL 33180

HAS NAMED **ALAN COHEN**
LOCATED AT **2975 NE 190 STREET**
AVENTURA, FL 33180

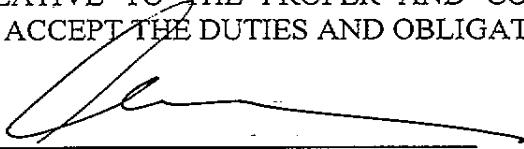
CITY OF **AVENTURA**, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE PRESIDENT

DATE 3/3/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF
SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(Registered Agent)

DATE 3/3/98

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
98 MAR -9 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA