

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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Marks & DuWaf Interieurs
Inc

- Art of Inc. File Cert
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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Date _____

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**ARTICLES OF INCORPORATION
OF
Marks & Duwat Interieurs, Inc.**

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DIVISION OF CORPORATIONS

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ARTICLE I. - NAME

The name of the Corporation is **Marks & Duwat Interieurs, Inc.** (hereinafter called the "Corporation").

ARTICLE II. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, no par value per share.

ARTICLE III. - PRINCIPAL OFFICE

The current mailing address of the principal place of business of the Corporation is 3322 North Flagler Drive, West Palm Beach, Florida 33407.

ARTICLE IV. - PURPOSE

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

ARTICLE V. - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two Directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial Directors of the Corporation are:

David S. Marks, Jr. and Pascale Duwat

ARTICLE VI. - REGISTERED OFFICE and INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3322 North Flagler Drive, West Palm Beach, Florida 33407. The name of the initial registered agent of the Corporation at that address David S. Marks, Jr.

ARTICLE VII. - INCORPORATOR

The name and address of the incorporator of the Corporation is David S. Marks, Jr., 3322 North Flagler Drive, West Palm Beach, Florida 33407.

ARTICLE VIII. - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX. - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

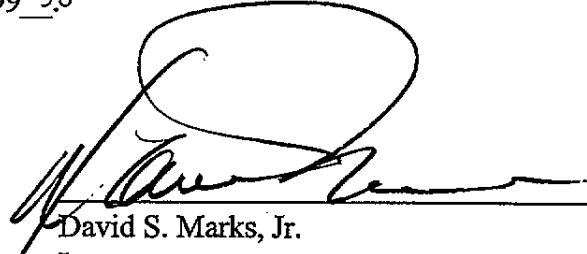
ARTICLE X. - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

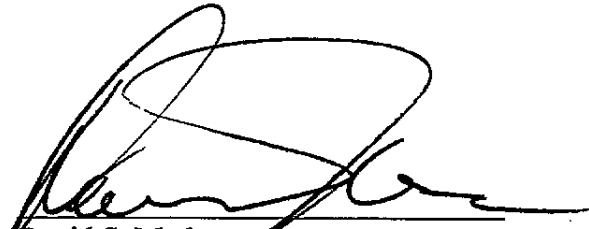
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 27 day of April, 1998



David S. Marks, Jr.
Incorporator

**CONSENT OF REGISTERED AGENT
OF
Marks & Duwat Interieurs, Inc.**

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.



David S. Marks