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Marilyn L. Mantor, C.P.A., P.A.
Certified Public Accountant

4100 Corporate Square
Suite 160
Naples, Florida 34104
(941)643-7740
Fax (941)643-3398

EFFECTIVE DATE
6-1-98

May 20, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 MAY 28 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of New Business

To Whom it May Concern,

Enclosed are (1) An original and one copy of Articles of Incorporation, (2) Certificate designating place of business, and (3) a check in payment of incorporation fees as follows:

\$ 35.00 - Filing fee-Profit Corporation
52.50 - Certified Copy
35.00 - Certificate designating registered agent

\$122.50 - Total Check

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-05/28/98--01068--003
****122.50 ****122.50

Please return the certified copy of these Articles of Incorporation to our office at the above address.

Very truly yours,

Marilyn L. Mantor, CPA

Marilyn L. Mantor
Certified Public Accountant

6/2/98
C.P.A.

Certificate of Incorporation
of
M.D. Upholstery, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be: M.D. Upholstery, Inc.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America. The effective date of this incorporation shall be June 1, 1998.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares with a par value of one dollar (\$1.00) and shall be classified as follows: Series A, Voting, 1,000 shares.

ARTICLE IV

This corporation shall begin business with a capital of not less than one thousand dollars (\$1,000).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the corporation's initial Registered Agent is:

Melanie Weatherspoon
4600 Enterprise Avenue
Unit C
Naples, Florida 34104

EFFECTIVE DATE
6-1-98

ARTICLE VII

The principal place of business of this corporation shall be located at:

4600 Enterprise Avenue
Unit C
Naples, Florida 34104

ARTICLE VIII

This is a close corporation as contemplated by Florida Statute 607.72. The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

ARTICLE IX

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate By-Laws are as follows:

Name	Office	Address
Melanie Weatherspoon	President, VP, Secretary, Treas.	1714 52 nd Terrace S.W. Naples, Florida 34116

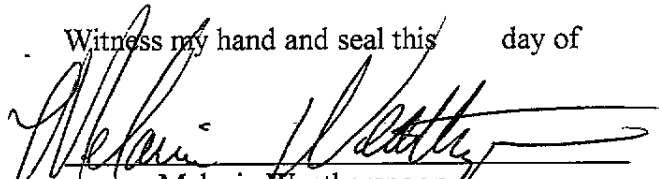
ARTICLE X

The name and address of the subscriber of this Certificate of Incorporation is as follows:

Melanie Weatherspoon
1714 52nd Terrace S.W.
Naples, FL 34116

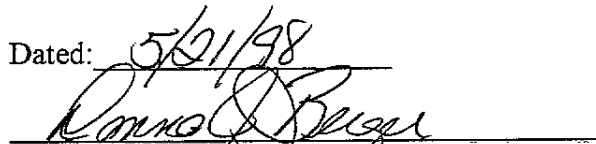
I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

Witness my hand and seal this day of

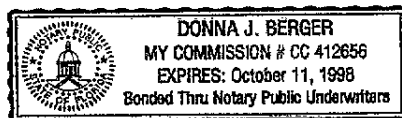

Melanie Weatherspoon

State of Florida
County of Collier

Before me, the undersigned notary public, personally appeared -- Melanie Weatherspoon -- to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed. Who is personally known or who produced FL DRIVER LICENSE as identification.

Dated: 5/21/98

Notary Public

My commission expires: 10/11/98



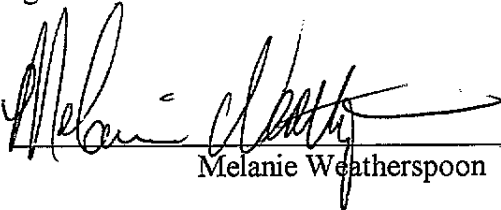
Certificate of Designation of
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: M.D. Upholstery, Inc.
2. The name and address of the registered agent and office is:

Melanie Weatherspoon
4600 Enterprise Avenue
Naples, Florida 34104

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.



Melanie Weatherspoon



Date

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE