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Date

June 11, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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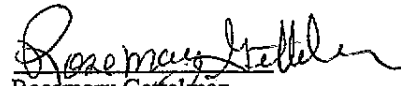
Re: COVERGIRLS UPHOLSTERY, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Rosemary Gertelman

COVERGIRLS UPHOLSTERY, INC.
285 SE Monterey Road
Stuart, FL 34994
Phone: (561) 286-5776

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

of
COVERGIRLS UPHOLSTERY, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

COVERGIRLS UPHOLSTERY, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME COVERGIRLS UPHOLSTERY, INC.		
ADDRESS 285 SE MONTEREY ROAD		
CITY STUART	FLORIDA	ZIP 34994

The name and street address of the Initial Registered Agent of this Corporation is:

NAME ROSEMARY GETTELMAN		
ADDRESS 771 SW ALTON CIRCLE		
CITY PORT ST LUCIE	FLORIDA	ZIP 34953

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME ROSEMARY GETTELMAN		
ADDRESS 771 SW ALTON CIRCLE		
CITY PORT ST. LUCIE	STATE FLORIDA	ZIP 34953
NAME CHARLES R GETTELMAN		
ADDRESS 771 SW ALTON CIRCLE		
CITY PORT ST LUCIE	STATE FLORIDA	ZIP 34953
NAME		
ADDRESS		
CITY	STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME ROSEMARY GETTELMAN		
ADDRESS 771 SW ALTON CIRCLE		
CITY PORT ST. LUCIE	STATE FLORIDA	ZIP 34953
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11
day of June, 1998.

Rosemary Gettelman (Seal)

(Seal)

(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

COVERGIRLS UPHOLSTERY, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 285 SE MONTEREY ROAD

STUART, FLORIDA 34994

has named ROSEMARY GETTELMAN

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Rosemary Gettelman
(registered agent)

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