



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 887767 4322953

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : July 10, 1998

ORDER TIME : 4:0 PM

ORDER NO. : 887767-005

CUSTOMER NO: 4322953

CUSTOMER: Eric Solowey, Esq
RUBIN AND RUDMAN LLC

50 Rowes Wharf

Boston, MA 02110

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 AM 9:45

DOMESTIC FILING

NAME: CLAUDE GUIDI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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98 JUL 28 PM 4:09
DIVISION OF CORPORATION

g 7/29/98

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DIVISION OF CORPORATIONS
98 JUL 28 AM 9:46

ARTICLES OF INCORPORATION
OF
CLAUDE GUIDI, INC.

The undersigned incorporator 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:

CLAUDE GUIDI, INC.

The address of the principal office of this corporation shall be 216 Angler Avenue, Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation is formed for the following purpose or purposes: To engage in the business of owning, leasing, managing or operating establishments that deal in interior decorating supplies and products, to include the import, manufacture, distribution, purchase, sale at wholesale or retail of all types of interior decorating supplies and products, and to transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15000 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Claudio A Guidi	411 East 57th Street, #11E
Dir.	New York, New York 10022

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Claudio A. Guidi	411 East 57th Street, #11E
Pres./Treas./Sec.	New York, New York, 10022
Joseph P. Bonanno	Eight Cherry Oca Lane
V.Pres.	Framingham, Massachusetts 01702
Timothy Davies	180 Dartmouth Street,
Asst. Sec.	Marlborough, Massachusetts 01752

ARTICLE VIX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

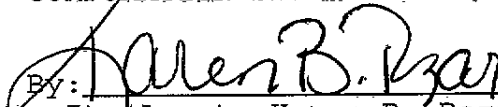
ARTICLE VX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 10, 1998.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State; having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

AMY/jdd/sle