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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 10:39

August 3, 1998

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

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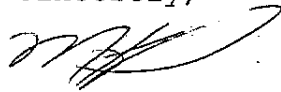
RE: **DECORATIFS OF BREVARD, INC.**

Dear Sir/Madam:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover all filing fees and costs. Please return the certified copy of the Articles of Incorporation in the envelope provided for same.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Michael K. Poe
Poe & Poe, P.A.

Enclosures

D. BROWN AUG 14 1998

ARTICLES OF INCORPORATION
OF
DECORATIFS OF BREVARD, INC.

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ARTICLE I: NAME

The name of this corporation shall be DECORATIFS OF BREVARD, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business or purposes to be conducted or promoted are: retail sales and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with the par value being \$1.00 per share.

ARTICLE V: VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 820 East New Haven Ave., Melbourne, Fl 32901, and the name of the initial registered agent of this corporation at that address is Charlotte Ferrante.

ARTICLE VIII: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's initial principal office and mailing address shall be 820 East New Haven Ave., Melbourne, Fl 32901.

ARTICLE IX: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME:

Charlotte Ferrante
President

ADDRESS:

820 East New Haven Ave.,
Melbourne, Fl 32901

ARTICLE X: INCORPORATORS

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

NAME:

Charlotte Ferrante
President

ADDRESS:

820 East New Haven Ave.,
Melbourne, Fl 32901

ARTICLE XI: BY-LAWS

The power to adapt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII: APPROVAL OF SHAREHOLDERS

The approval of shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII: DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIV: INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 20 day of

July, 1998.

Charlotte Ferrante
Charlotte Ferrante

STATE OF FLORIDA

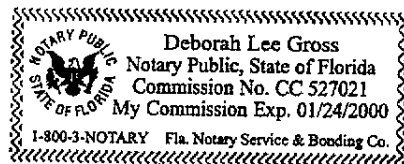
COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the State and County named above to take acknowledgements and administer oaths, personally appeared, Charlotte Ferrante, known to me to be the person in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and
County named above the 20 day of July, 1998.


Notary Public, State of Florida

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That DECORATIFS OF BREVARD, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Melbourne, County of Brevard, State of Florida, has named Charlotte Ferrante, located at 820 East New Haven Ave., Melbourne, FL 32901, City of Melbourne, County of Brevard, State of Florida, as its agent to accept service of process within the state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Charlotte Ferrante
Charlotte Ferrante

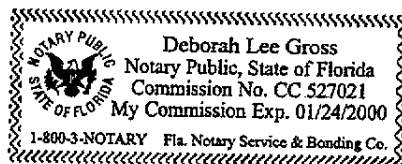
COUNTY OF BREVARD

STATE OF FLORIDA

Sworn before me this 20 day of July, 1998.

Deborah Lee Gross
Notary Public, State of Florida

My Commission Expires:



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