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**BLOCK & TAYLOR**

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September 24, 1998

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

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-09/28/98-01057-002  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

**RE: Victoria Ashley Designs Co.**

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$75.00 is also enclosed to cover your filing fee.

Thank you for your assistance.

Sincerely,

James A. Taylor, III

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Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FL 09104

T. SMITH SEP 28 1998

**ARTICLES OF INCORPORATION  
OF  
VICTORIA ASHLEY DESIGNS CO.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 as follows:

**VICTORIA ASHLEY DESIGNS CO.**

The principal place of business of this corporation shall be 1313 - 43rd Avenue, Vero Beach, Florida 32960, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation shall be formed for the specific purpose of wholesale import and general business and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 1313 - 43rd Avenue, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is **BARBARA ANN VILLAR**.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

#### **ARTICLE VII. SPECIAL PROVISION**

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

#### **ARTICLE VIII. OFFICERS AND DIRECTORS**

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

**BARBARA ANN VILLAR** - Director/President/Secretary/Treasurer  
1313 - 43rd Avenue  
Vero Beach, Florida 32960

No amendment to these articles shall be required in the event the shareholder wishes to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

**ARTICLE IX. INCORPORATOR**

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

**BLOCK & TAYLOR**  
2127 - 10th Avenue  
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24<sup>th</sup> day of September, 1998.

**BLOCK & TAYLOR**

By:

**JAMES A. TAYLOR, III**

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98 SEP 28 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**BARBARA ANN VILLAR**, whose address is as follows: 1313 - 43rd Avenue, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, 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.

  
**BARBARA ANN VILLAR**

Date: September 24, 1998