

P980000913579

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Ambiance Interiors and  
Art Gallery, Inc.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: CS

Name \_\_\_\_\_

11/4

Date

9:47

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☐ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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11-4-98  
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ARTICLES OF INCORPORATION  
FOR  
AMBIANCE INTERIORS AND ART GALLERY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I  
Name and Address

The name of this corporation is **AMBIANCE INTERIORS AND ART GALLERY, INC.**, hereinafter referred to as the Corporation. The address of this corporation is 622 Beachland Boulevard, Vero Beach, FL 32963.

ARTICLE II  
Purposes

This Corporation is organized for the following purposes:

A. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.

B. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with

other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

### ARTICLE III Capital Stock

The capital stock of this Corporation shall consist of one hundred (100) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

### ARTICLE IV Restrictions on Sales and Transfers of Stock

The shares of stock to be issued by the Corporation shall be subject to the following provisions and restrictions upon sales and transfers thereof:

In the event a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any shares

of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, give the right and privilege for thirty (30) days to purchase the same at a price equal to a bona fide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid; and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with and any attempt to transfer such stock in any other manner will be void.

ARTICLE V  
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI  
Registered Office and Registered Agent

The registered office of the corporation shall be 1750 26th Avenue, Vero Beach, Florida 32960; and the registered agent shall be Lin Roller Menard.

ARTICLE VII  
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of two (2) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The corporate Bylaws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The names and addresses of the initial directors of this

Corporation are:

**Lin Roller Menard**, 1750 26th Avenue, Vero Beach, Florida  
32960;

**Lisa Jaye Sutherland**, 845 5th Place, Vero Beach,  
Florida 32962.

ARTICLE VIII  
Incorporators

The names and addresses of the persons signing these Articles are: **Lin Roller Menard**, 1750 26th Avenue, Vero Beach, Florida 32960; and **Lisa Jaye Sutherland**, 845 5th Place, Vero Beach, Florida 32962.

ARTICLE IX  
Special Charter Provisions

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

A. Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, amend or repeal the Bylaws of the Corporation.

B. The Corporation may, at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets, including its good will and its corporate business, upon such terms and conditions, either for cash, for the securities of any other corporation or corporations and for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

C. No contract or other transaction between the Corporation

and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in or is a director or officers or are directors or officers of such other corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian

River County, Florida, for the uses and purposes herein expressed  
this 2 day of November, 1998.

Lin Roller Menard  
Lin Roller Menard

Lisa Jaye Sutherland  
Lisa Jaye Sutherland

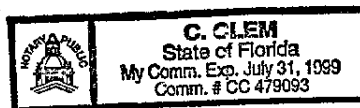
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Sworn to and subscribed before me this 2<sup>nd</sup> day of Nov,  
1998, by Lin Roller Menard and Lisa Jaye Sutherland, who (check  
one) (✓) are personally known to me or ( ) produced \_\_\_\_\_  
\_\_\_\_\_ as identification.

C. CLEM  
Print Name → C. CLEM  
Notary Public, State of Florida at  
Large. My Commission Expires:  
\_\_\_\_\_. My Commis-  
sion Number is: \_\_\_\_\_.

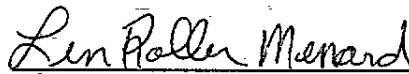
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325, Florida Statutes, the following is submitted:

First that **AMBIANCE INTERIORS AND ART GALLERY, INC.**, with its place of business at 622 Beachland Boulevard, Vero Beach, Florida 32963, has named **Lin Roller Menard** located at 1750 26th Avenue, City of Vero Beach, State of Florida, as its agent to accept service of process within Florida.



Lin Roller Menard, President

Date: 11-2, 1998

Having been named to accept service of process for the above stated alien business organization at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325, Florida Statutes.



Lin Roller Menard, Registered Agent

Date: 11-2, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA