

The Law Office of

**Jeffrey Evan Cosnow, Chartered**

Jeffrey E. Cosnow  
Attorney at Law

P98000098962

November 20, 1998

Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

900002693379--7  
-11/23/98-01038-005  
\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: Stafford/DeMarco, Inc.**

Dear Sir or Madam,

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of the Certificate of Designating Registered Agent, Naming Agent Upon Whom Process may be Served and Acceptance of Agent Upon Whom Process May be Served, for the above named corporation.

Further enclosed please find a check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy in the enclosed, self-addressed envelope.

Thank you for your cooperation and assistance in this matter. If you have any questions, or if you need additional information, please call.

Sincerely,

Jeffrey E. Cosnow

JEC/tpb  
Enclosures

FILED  
NOV 23 11:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

OB  
11-25-98  
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**ARTICLES OF INCORPORATION OF  
STAFFORD/DEMARCO, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Stafford/DeMarco, Inc.

**ARTICLE TWO  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

This corporation is organized for the purpose of providing interior design services, and for the sale of furniture and accessories and for all lawful purposes for which a corporation may be incorporated under the Florida Business Corporation Act, Chapter 607.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 100 shares of no par value common stock.

**ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE SIX**  
**STOCK TRANSFER RESTRICTIONS**

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

**ARTICLE SEVEN**  
**TRANSFER EXCEPTIONS**

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the

spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

**ARTICLE EIGHT  
REGISTERED OFFICE-PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office, and principal place of business of the corporation is 2569 Countryside Blvd, Suite 7A, Clearwater, FL 33761

The name of the initial registered agent is Jeffrey E. Cosnow, whose address is 3450 East Lake Road, Palm Harbor, Florida 34685.

**ARTICLE NINE  
DIRECTORS**

The initial board of directors of the corporation shall consists of two members. The names and addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
David DeMarco	2569 Countryside Blvd. Suite 7A Clearwater, FL 33761
Beverly Drew	2569 Countryside Blvd. Suite 7A Clearwater, FL 33761

**ARTICLE TEN  
INCORPORATOR**

David DeMarco	2569 Countryside Blvd. Suite 7A Clearwater, FL 33761
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**ARTICLE ELEVEN  
OFFICERS**

The name, address, and title of the first officers are:

Name

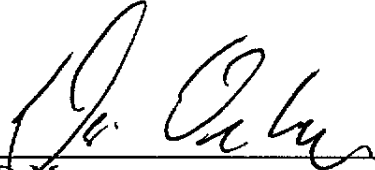
Address

David DeMarco  
President

2569 Countryside Blvd.  
Suite 7A  
Clearwater, FL 33761

Beverly Drew  
Executive Vice President  
Secretary/Treasurer

2569 Countryside Blvd.  
Suite 7A  
Clearwater, FL 33761

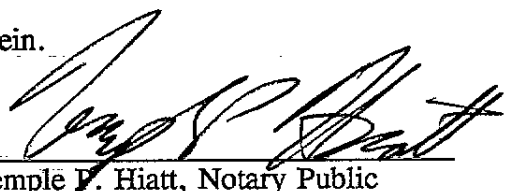
  
\_\_\_\_\_  
David DeMarco  
Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

On this 20th day of November, 1998, before me, the undersigned officer, personally appeared David DeMarco who produced Florida Identification Card D562-161-53-017-0 as identification, and whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein.



TEMPLE P HIATT  
My Commission CC821828  
Expires Jan. 02, 2000

  
Temple P. Hiatt, Notary Public  
My Commission Expires:

To: The Department of State  
Tallahassee, Florida 32304

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 607.0501 of the Florida Business Corporation Act, the following is submitted:

Stafford/DeMarco, Inc. with its place of business at 2569 Countryside Blvd., Suite 7A, Clearwater, FL 34761 has named Jeffrey E. Cosnow, 3450 East Lake Road, Palm Harbor, FL 34685 as its agent to accept service of process within Florida.

DATED this 20th Day of Novmeber 1998.


  
David DeMarco  
Incorporator/President

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared David DeMarco as incorporator of Stafford/DeMarco, Inc. a corporation organized under the laws of Florida. He acknowledged before me that he executed the foregoing instrument as incorporator in the name and on behalf of the corporation. He produced Florida Identification Number as D562-161-53-017-0 as identification. Dated this 20th day of November, 1998.

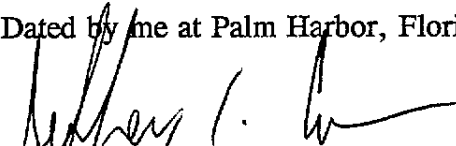


TEMPLE P HIATT  
My Commission CC521928  
Expires Jan. 02, 2000

  
Temple P. Hiatt  
Notary Public/Commission Expires

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity.

Dated by me at Palm Harbor, Florida on the 20th day of November, 1998.

  
Jeffrey E. Cosnow

**FILED**  
98 NOV 23 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA