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COMPSON FINANCIAL CENTER 980 NORTH FEDERAL HIGHWAY BOCA RATON, FLORIDA 33432

BOARD CERTIFIED: REAL ESTATE LAW TELEPHONE (561) 391-7992 FAX (561) 347-0828

December 2, 1998

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

Re: Marilyn's Interiors, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Marilyn's Interiors, Inc., a Florida corporation, along with my check in the amount of \$122.50 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Steven D. Rubin

SDR/mjh enclosures

Pmc/8/98

98 DEC -3 AM 8: 08
SECTELIARY OF STATE

FILED

ARTICLES OF INCORPORATION

98 DEC -3 AM 8: 08

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

MARILYN'S INTERIORS, INC.

ARTICLE I

CORPORATION NAME

The name of the Corporation is MARILYN'S INTERIORS, INC.

ARTICLE II

<u>PURPOSE</u>

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 7580 Stirling Bridge Boulevard, Delray Beach, Florida 33446. The name of the initial registered agent of this Corporation is Marilyn Steinbach. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal and mailing address for the Corporation is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is Marilyn Steinbach, 7580 Stirling Bridge Boulevard, Delray Beach, Florida 33446.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Marilyn Steinbach, 7580 Stirling Bridge Boulevard, Delray Beach, Florida 33446.

ARTICLE VIII

PRE EMPTIVE 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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 20 DAY OF NOVEMBER, 1998.

MARILYN STEINBACH Subscriber-Incorporator

STATE OF FLORIDA)	
ss.:	
COUNTY OF PALM BEACH)	
The foregoing instrument was acknowledged bef 1998, by Marilyn Steinbach, (please check one)	Fore me this <u>3011</u> day of November,
is (are) personally known to me OR	
has (have) produced	as
identification and he/she/they	

(please check one) did take an oath	
did not take an oath.	
	
	Kathy Cohman
My Commission Expires:	Notary Public

KATHY ROBINSON

NOTARY Bonded By Service Ins

No. CC435015

Affirmently Known [1] Other LD.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

98 DEC - 3 AM 8: 08

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

98 DEC - 3 AM 8: 08

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said Act:

FIRST: That MARILYN'S INTERIORS, INC., desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Marilyn Steinbach, 7580 Stirling Bridge Boulevard, Delray Beach, Florida 33446

as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed 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 offices.

MARILYN STEINBACH

Registered Agent