

P98000103846

December 7, 1998

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

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-12/11/98--01048--005
*****78.75 *****78.75

RE: Elegance Paint and Upholstery, Inc.

Dear Sir / Madam:

Enclosed please find two (2) executed copies of the Articles of Incorporation for Elegance Paint and Upholstery, Inc. Together with a check for seventy eight 75/100 dollars (\$78.75).

Thank you for your prompt attention to this matter.

Sincerely,



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

P. Hall

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FILED
98 DEC 11 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELEGANCE PAINT AND UPHOLSTERY, INC.

FILED
98 DEC 11 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

ELEGANCE PAINT AND UPHOLSTERY, INC.

598 N.W. 121 STREET
N. MIAMI, FL 33168

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS .

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND
AUTHORITY AS THAT OF A BOARD OF DIRECTORS.

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

ORLANDO PLEIN
598 N.W. 121 STREET
N. MIAMI, FL 33168

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

598 N.W. 121 STREET
N. MIAMI, FL 33168

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

ORLANDO PLEIN

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 4 DAY
OF December 1998.

Orlando Plein
INCORPORATOR

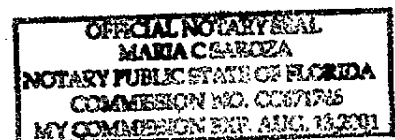
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED ORLANDO PLEIN, WHO
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER 7458-640-67-265-2
KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION OF ELEGANCE PAINT AND
UPHOLSTERY, INC. AND HE/ SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED
MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 4
DAY OF December 1998.

Maria C. Garza
NOTARY PUBLIC



REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR ORLANDO PLEIN AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID
CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION
AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT DADE COUNTY, FLORIDA, ON THIS 4 DAY OF

December 1998.

Orlando Plein
ORLANDO PLEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA