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February 23, 1999

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation for: Interhaus of Volusia County, Inc. and Interhaus of Pinellas County, Inc.

Dear Secretary of State:

You will find enclosed an original and one (1) copy of the Articles of Incorporation for "Interhaus of Volusia County, Inc." and for "Interhaus of Pinellas County, Inc." Please file the original Articles and return one certified copy for each corporation in the envelope provided.

Also enclosed is my trust account checks each in the amount of \$78.75 (\$70.00 + \$8.75 = \$78.75) which is the filing fee for each of the Articles of Incorporation and two (2) certified copies.

Please do not hesitate to contact this office by calling collect if there are any questions pertaining to this matter.

Thank you for your attention to this matter.

Yours very truly,



JOAN LOBIANCO WALKER

JLW/jmk
Enclosures

FILED
99 MAR - 1 AM 9:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

25

ARTICLES OF INCORPORATION

OF

INTERHAUS OF PINELLAS COUNTY, INC

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of this Corporation is: INTERHAUS OF PINELLAS COUNTY, INC.

ARTICLE II: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of providing interior design services, including but not limited to, the provision of furniture, materials, decorative items and all other goods which may be associated with or enhancing to the interior design business and for the provision of storage, delivery, acquisition and other related goods, services and materials.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5536 Central Avenue, St. Petersburg, Florida 33707, and the name of the initial registered agent of this Corporation at that address is: Joan LoBianco Walker, Esquire.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) Director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

Name

Address

JUDITH ANN DaSYLVA

2 Rising Moon Trail
Ormond Beach, FL 32174

The Corporate address is: 2 Rising Moon Trail, Ormond Beach, Florida 32174?

ARTICLE VII: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
JUDITH ANN DaSYLVA	2 Rising Moon Trail Ormond Beach, FL 32174

ARTICLE VIII: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ration that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE X: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT

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

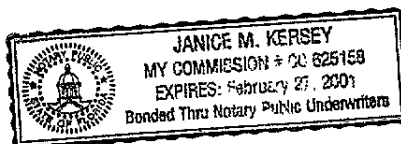
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17th day of February 1999.


JUDITH ANN DaSYLVA, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged
before me this 17th day of February, 1999.

Janice M. Kersey
Notary Public - State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is: INTERHAUS OF PINELLAS COUNTY, INC.

2. The name and street address of the registered agent and office is: JOAN LOBIANCO WALKER, 5536 Central Avenue, St. Petersburg, Florida 33707.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JOAN LOBIANCO WALKER,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA