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JOHN H. PELL
Certified Public Accountant

March 2, 1999

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-03/05/99--01049--010
****122.50 ****78.75

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

Re: Margaret Hatcher Interiors, Inc.

To whom it may concern:

Enclosed is my check in the amount of \$122.50 for the incorporation fee and certified copy of same for the above referenced entity.

Two notarized originals are enclosed.

Thank you for your attention to this matter

Sincerely,



John H. Pell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

Margaret Hatcher Interiors, Inc.

ARTICLE I - NAME

The name of this corporation is Margaret Hatcher Interiors, Inc.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7110 SW 48 Ln
Miami, Florida 33155-5603

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock of One Dollar and 00/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Margaret Hatcher
7110 SW 48 Ln
Miami, Florida, 33155-5603

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ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and post office addresses of the initial director of this corporation is:

Margaret Hatcher
7110 SW 48 Ln
Miami, Florida, 33155-5603

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Margaret Hatcher
7110 SW 48 Ln
Miami, Florida, 33155-5603

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by them at stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

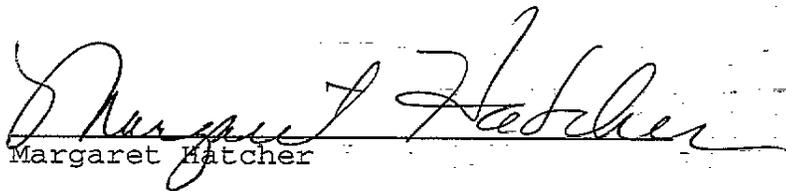
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned 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 **Margaret Hatcher Interiors, Inc.**
2. The name and address of the registered agent and office is:

Margaret Hatcher
7110 SW 48 Ln
Miami, Florida, 33155-5603


Margaret Hatcher

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.


Margaret Hatcher
Date: 30th day of February, 1999