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Dharma Holdings Limited

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Tuesday, March 2, 1999

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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122.50 **78.75

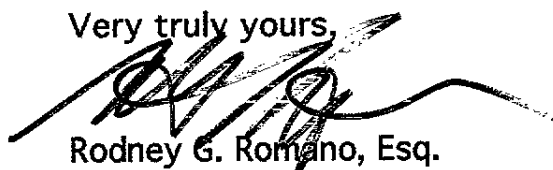
SUBJECT: Dharma Construction, Inc.

Enclosed are duplicate originals of the Articles of Incorporation and a check in the amount of \$122.50 (filing fee, registered agent designation and certified copy).

Please return the certified copy to my office at the above address.

Thank you.

Very truly yours,



Rodney G. Romano, Esq.

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Dharma Construction, Inc.
Florida Profit Corporation

Articles of Incorporation

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I. Name

The name of this corporation shall be: Dharma Construction, Inc.

II. Principal Place of Business

The principal place of business of this corporation shall be:

The Rectory
14 South Swinton Avenue
Delray Beach, Florida 33444

III. Authorized Shares

The initial number of authorized shares shall be one thousand (1000) shares of common stock, each with a par value of one (\$1.00) dollar.

IV. Duration

The duration of the corporation shall be perpetual.

V. Restrictions on Shares

All shares are restricted and may not be sold, transferred or encumbered in any way without the express written approval of the Board of Directors given at a meeting at which this issue is agendaed. In addition, unissued shares may not be transferred, sold or authorized for sale except by majority vote of the outstanding shares approving same (one share equals on vote). No shareholder shall have the pre-emptive right to acquire unissued shares of securities convertible into such shares or carrying a right to subscribe to or acquire such shares. The

bylaws shall set forth the terms under which the Board of Directors may authorize the sale of unissued shares.

VI. Initial Directors

The number constituting the initial Board of Directors is two and the name and address of the persons who have consented to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
Robert M. Smither, Jr.	The Rectory 14 South Swinton Avenue Delray Beach, Florida 33444
Simon R. Harvey	The Rectory 14 South Swinton Avenue Delray Beach, Florida 33444

Election of subsequent directors shall be governed by the bylaws, except that all elections to the board of directors shall be made by a majority vote of all the shares then issued. Each shareholder shall be entitled to one vote for each share held, multiplied by the number of vacancies to be voted upon.

VII. Incorporator

The name and address of the incorporator is:

Name: Rodney G. Romano, Esq.
Address: The Rectory
14 So. Swinton Avenue
Delray Beach, Florida 33444

VIII. Management

The initial directors shall have the power to direct and manage the corporation within the confines of Florida Law until such time as directorial and management powers are modified by bylaws duly adopted for this company.

IX. Liability

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director unless:

(a) the director has breached or failed to perform the duties of the director's office in violation of Florida Law; and

(b) the breach or failure to perform constitutes negligence, willful misconduct or recklessness.

X. Registered Agent


The name of the registered agent, and his address and the address of the registered office shall be:

Name: Rodney G. Romano, Esq.

Address: The Rectory
14 So. Swinton Avenue
Delray Beach, Florida 33444

XI. Purpose

The purpose of the corporation shall be to own, manage and engage in the interior design business as well as any and all other activities in which a Florida corporation is authorized and allowed to engage.




Rodney G. Romano
Signature of Initial Incorporator

3/2/99

Date

Having been named as registered agent and to accept service of process for the above corporation at the place stated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



Rodney G. Romano
Initial Registered Agent

3/2/99

Date

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