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ALBERT L. TIDWELL

*Attorney at Law*

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April 16, 1999

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

Gentlemen:

Enclosed please find the original and a copy of the articles of incorporation for FLAG SHIP UPHOLSTERY AND CANVAS, INC., along with the certificate of designation of registered agent/registered office, and a check for One hundred twenty-two dollars and fifty cents to defray the cost of filing.

Please return to the above address as soon as possible.

Very truly yours,



Albert L. Tidwell

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
FLAG SHIP UPHOLSTERY AND CANVAS, INC.

1. The corporate name for the corporation is: FLAGSHIP UPHOLSTERY AND CANVAS, INC.
2. The street address is: 13653 Harbor Drive, Bokeelia, Florida 33922
3. The mailing address is: 13653 Harbor Drive, Bokeelia, Florida 33922
4. The number of shares the corporation is authorized to issue is 500 shares, no par value.
5. There shall be no preemptive rights granted to the shareholders.
6. The street address of the corporation's initial registered agent office is: 13653 Harbor Drive, Bokeelia, Florida 33922
7. The name of the corporation's initial registered agent is: Elizabeth Sullivan
8. The name and address of the incorporator is:

Elizabeth Sullivan  
13653 Harbor Drive  
Bokeelia, Florida 33922

  
Elizabeth Sullivan

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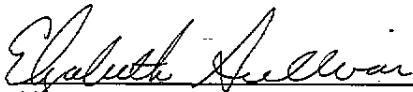
CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0509, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1.) The name of the corporation is: FLAG SHIP UPHOLSTERY AND CANVAS, INC.
- 2.) The name and address of the registered agent and office is:

Elizabeth Sullivan  
13653 Harbor Drive  
Bokeelia, Florida 33922

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.

  
Signature

4/16/99  
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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