

TRANSMITTAL LETTER

P99000049216

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -1 PM 1:08

SUBJECT:

Design Affiliates, Inc.
(Proposed corporate name - must include suffix)

000002829060--9
-04/05/99--01080--012
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM:

Name (Printed or typed)

GREGORY GARY

533 S. HOWARD AVE., STE. 8-058 813-251-4163
TAMPA, FL 33606

City, State & Zip

Daytime Telephone number

2589, 2558, 2551, 2550
W/99-8557

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUN - 1 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 1999

GREGORY GARY
533 S. HOWARD AVENUE
SUITE 8-058
TAMPA, FL 33606

SUBJECT: DESIGN AFFILIATES, INC.
Ref. Number: W99000008557

We have received your document for DESIGN AFFILIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 999A00018233

ARTICLES OF INCORPORATION

OF

DESIGN AFFILIATES, INC.

SECRET FILED
DIVISION OF REVENUE
93 JUN -1 PM 1:08

FIRST. The name of the corporation is:

DESIGN AFFILIATES, INC. 533 S. HOWARD AVENUE, SUITE 8-058
TAMPA, FLORIDA 33606

SECOND. Its registered office in the State of Florida presently located at 2109 Bayshore Dr., Unit 1006, Tampa, Florida 33606 and may change from time to time. This Corporation may maintain an office, or offices, in such other place(s) within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Florida as well as within the State.

THIRD. The objects for which this Corporation is formed are:

(A) To do all things necessary or convenient to carry out its business and affairs, including without limitation power to;

(B) Sue and be sued, complain and defend in its corporate name;

(C) Have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

(D) Make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(E) Purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

(F) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of it property;

(G) Purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(H) Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations which may be convertible into or include the option to purchase other securities of the corporation, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(I) Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(J) Be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

(K) Conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(L) Elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and lend them money and credit;

(M) Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;

(N) Make donations for the public welfare or for charitable, scientific, or educational purposes;

(O) Transact any lawful business; and

(P) Make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

FOURTH. That the total number of voting common stock authorized that may be issued by the Corporation is 7,500 shares of stock with at nominal or par value of One Dollar (\$1.00) each. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

NAME

Gregory W. Gary

POST OFFICE ADDRESS

2109 Bayshore Dr., Unit 1006
Tampa, Florida 33606

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

NAME

Gregory W. Gary

2109 Bayshore Dr., Unit 1006
Tampa, Florida 33606

EIGHTH. The registered agent for this corporation shall be:

Wilton Morley

The address of said agent, and, the registered or statutory address of this corporation in the State of Florida, shall be:

2109 Bayshore Dr., Unit 1006
Tampa, Florida 33606

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the

By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any -meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of applicable sections of the Florida Statutes; (iii) for any breach of the director's duty of loyalty, as defined by the Florida Business Corporation Act, to the corporation or its shareholders; or (iv) for any transaction from which the officer or director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only,

and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

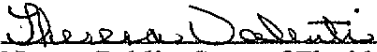
I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 26TH day of MARCH, 1999.


Gregory W. Gary

State of Florida)
County of Hillsborough)ss.

On this 26TH day of MARCH, 1999, before me an officer duly authorized to take acknowledgments, personally appeared Gregory W. Gary, to me known to be the person described in and who executed the foregoing instrument. Gregory W. Gary who is personally known to me or produced DR. LIC: and G600-299-52-146-0 as identification and who did/did not take an oath.

Witness my hand and official.


Notary Public, State of Florida
THERESA VALENTI

THERESA VALENTI
Notary Public, State of Florida
My comm. expires June 1, 2000
No. 554317

SECRETARY OF STATE
State Of Florida

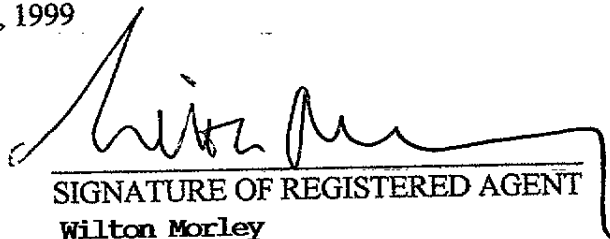
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DIVISION OF STATE
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CONSENT TO

APPOINTMENT BY REGISTERED AGENT

1. I, Wilton Morley, voluntarily consent to serve as the registered agent for DESIGN AFFILIATES, INC. on the date shown below.
2. The registered agent certifies that he/she is: (circle one)
 - (a) An individual who resides in this state and whose business office is identical with the registered office;
 - (b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office, or
 - (c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.
3. I know and understand the duties of a registered agent as set forth in the applicable provisions of the Florida Statutes.

Dated this 31st day of March, 1999


SIGNATURE OF REGISTERED AGENT
Wilton Morley