

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

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FLORIDA PROFIT CORPORATION OR P.A.**HERITAGE GALLERY & UPHOLSTERY, INC.**

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA
H990000137978

ARTICLES OF INCORPORATION
OF
HERITAGE GALLERY & UPHOLSTERY, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Status of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: HERITAGE GALLERY & UPHOLSTERY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 8th of June, 1999.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature, and description wheresoever located, both

tangible and intangible, and including those in action, either as owner, broker, agent or factor.

c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs, and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, at no par value which shall be designated as "common Stock".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 4249 S W 71st Avenue, Miami, Fl. 33155 and the name of the initial registered agent of this corporation at that address is: MARIA DE LOS ANGELES PEREZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initial. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify is (are):

<u>NAME</u>	<u>ADDRESS</u>	
MARIA DE LOS ANGELES PEREZ	8243 S W 160th Avenue Miami, Fl 33193	PRESIDENT & DIRECTOR
RAMIRO PEREZ	8243 S W 160th Avenue Miami, Fl 33193	SECRETARY & DIRECTOR

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles is (are):

<u>NAME</u>	<u>ADDRESS</u>	
MARIA DE LOS ANGELES PEREZ	8243 S W 160th Avenue Miami, Fl 33193	250 SHARES
RAMIRO PEREZ	8243 S W 160th Avenue Miami, Fl 33193	250 SHARES

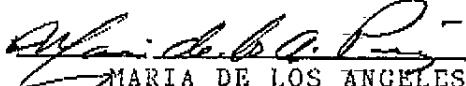
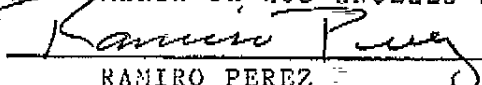
ARTICLE X - AMENDMENTS

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 shareholder(s) is (are) subject to this reservation.

ARTICLE XI - MAILING ADDRESS

The principal office and mailing address of this corporation is: 8243 S W 160th Avenue, Miami, Fl 33193.

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this 8th day of June, 1999.


MARIA DE LOS ANGELES PEREZ

RAMIRO PEREZ

FAX AUDIT NO. H990000137978

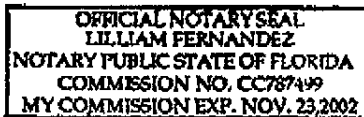
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SECRETARY OF STATE
TALLAHASSEE, FLORIDASTATE OF FLORIDA)
COUNTY OF DADE) S.S.

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared: MARIA DE LOS ANGELES PEREZ and RAMIRO PEREZ known to me and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 8th day of June, 1999.



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR: HERITAGE GALLE & UPHOLSTERY, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: June 8th, 1999

Yolanda M. Carreno, Inc.
12260 S. W. 8th St. #118
Miami, Fl. 33184
Phone (305) 554-4032

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RESIDENT AGENT

MARIA DE LOS ANGELES PEREZ

FAX AUDIT NO. H990000137978