

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

EFFECTIVE DATE

10-8-99

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : JOSEPH W. GAYNOR, P.A.  
Account Number : I19980000072  
Phone : (727) 669-9200  
Fax Number : (727) 791-7920

**FLORIDA PROFIT CORPORATION OR P.A.**

Top Drawer Interiors &amp; Design Ltd., Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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Joseph W. Gaynor, Esq  
FL Bar #0133765  
Joseph W. Gaynor, P.A.  
2637 McCormick Drive  
Suite B  
Clearwater, FL 33759  
(727) 669-9200

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

10-8-99

TOP DRAWER INTERIORS & DESIGN, INC.

ARTICLE I

NAME

The name of this corporation is Top Drawer Interiors & Design, Inc.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence commencing on October 8 1999.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00)  
par value common stock.

ARTICLE V

CORPORATE OFFICE AND REGISTERED AGENT

The street address of the Corporate Office of this corporation is 2637 McCormick  
Drive, Suite B, Clearwater, Florida 33759. The name of the Registered Agent of this corporation

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at that address is Joseph W. Gaynor, Esquire.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Judy Gaynor	37 N. Pine Circle Belleair, FL 33756
Joseph W. Gaynor	37 N. Pine Circle Belleair, FL 33756

#### ARTICLE VII

##### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Joseph W. Gaynor, Esquire, 2637 McCormick Drive, Suite B, Clearwater, Florida 33759.

#### ARTICLE VIII

##### AMENDMENT

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 shareholders is subject to this reservation.

#### ARTICLE IX

##### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend,

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or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE X

##### STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE XI

##### INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII

##### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting

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stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

#### ARTICLE XIII

##### CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XV

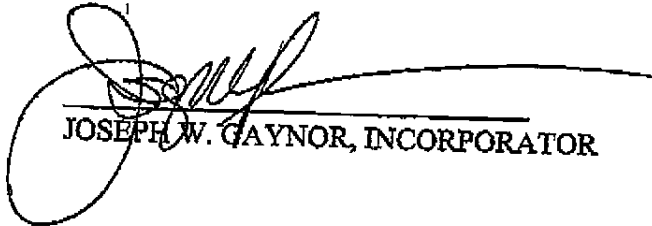
##### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

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IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 14<sup>th</sup> day of October, 1999.

  
JOSEPH W. GAYNOR, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

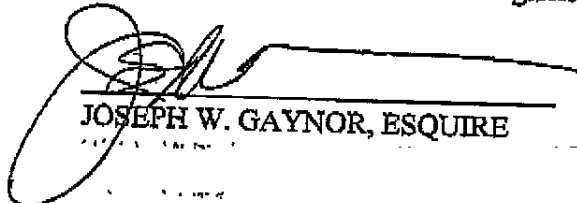
The foregoing Articles of Incorporation were sworn to and acknowledged before me this 14<sup>th</sup> day of October, 1999, by Joseph W. Gaynor, who is personally known to me.

  
NOTARY PUBLIC

My Commission Expires:

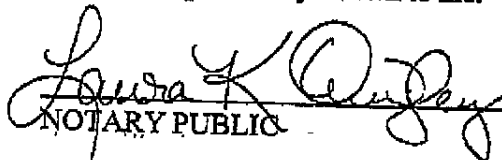


I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

  
JOSEPH W. GAYNOR, ESQUIRE

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 14<sup>th</sup> day of October, 1999, by Joseph W. Gaynor, who is personally known to me.

  
NOTARY PUBLIC

(Print Name)

My Commission Expires:



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