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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply To:
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Bradenton, FL 34206-9528
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December 1, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Drapes Galore, Inc.

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-12/13/99--01111--014
*****87.50 *****87.50

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation of Drapes Galore, Inc., a Certificate of Designation of Registered Agent, and an \$87.50 check to cover: (a) the incorporation; (b) designation of the registered agent; and (c) return of a certified copy of the accepted Articles of Incorporation.

A copy of this letter is also enclosed with a stamped, self-addressed envelope. Please date stamp the copy and return it to us in the enclosed envelope. If you have any questions, you have only to call.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

Dianne L. Hall

Dianne L. Hall

DLH/lgc
Enclosures
cc: Ken Lohn, via facsimile

PH 12/14/99

**ARTICLES OF INCORPORATION
OF
DRAPES GALORE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Drapes Galore, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to own and operate one or more retail window treatment and furnishing establishments, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of common stock with a \$1 par value per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 1402 3rd Avenue West, Bradenton, Florida, 34205 and the name of the initial registered agent at such address is Peter J. Mackey.

ARTICLE VI

The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholder of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor shall have been elected and qualified or:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Kenneth J. Lohn	500 Bay Drive S	Bradenton Beach, FL 34217
Yung Eslinger	500 Bay Drive S	Bradenton Beach, FL 34217

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Kenneth J. Lohn	500 Bay Drive S	Bradenton Beach, FL 34217

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, or any property or services) from time to time. The extent of the preemptive right of any shareholder shall be the proportion that the number of shares held by him bears to the total number of shares held by the holders of all shares of common stock.

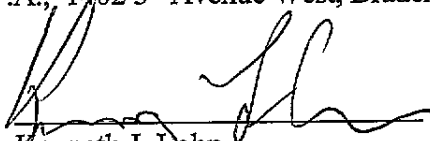
ARTICLE XII

The address of the principal office of the corporation is 500 Bay Drive S., Bradenton Beach, FL 34217.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at the law office of Mackey, Mackey & Hall, P.A., 1402 3rd Avenue West, Bradenton, Florida, on December 9, 1999.


Kenneth J. Lohn
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

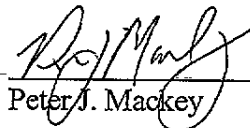
Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent and his Florida office:

1. The name of the corporation is: Drapes Galore, Inc.
2. The name and address of the registered agent and office is:

Name: Peter J. Mackey
Address: 1402 3rd Avenue West, Bradenton, FL 34205

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.

Dated: December 9, 1999


Peter J. Mackey