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TRANSMITTAL LETTER

FILED

01 APR 13 PM 2:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SUBJECT:** SUBJECT: HAROLD'S CUSTOM FURNITURE, INC.  
Ref. Number: W01000007370

UFFIX

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-04/16/01--01008--001

\*\*\*\*\*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

**ADDITIONAL COPY REQUIRED**

**FROM:** \_\_\_\_\_  
Name (Printed or typed)

HAROLD DUNKLEY  
13500 NE 3RD CT, SUNIT 408  
NORTH MIAMI, FL 33161

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

BR

W01-7370



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 2, 2001

HAROLD DUNKLEY  
13500 NE 3RD CT, SUNIT 408  
NORTH MIAMI, FL 33161

SUBJECT: HAROLD'S CUSTOM FURNITURE, INC.  
Ref. Number: W01000007370

We have received your document for HAROLD'S CUSTOM FURNITURE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

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) 487-6922.

Bobbie Cox  
Senior Corporate Section Administrator  
New Filings Section

Letter Number: 901A00019564

**ARTICLES OF INCORPORATION**  
**Of**  
**HAROLD'S CUSTOM FURNITURE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is HAROLD'S CUSTOM FURNITURE, INC.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is 1785 NW 135<sup>th</sup> Street, Opalocka, Florida 33054. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

**ARTICLE III**  
**SHARES**

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares, which the corporation shall have authority to issue, is 1,000 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr  
Kerr & Kerr LLP  
9924 SW 156 Ct.  
Dade County  
Miami, FL 33196

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Bryan S. Kerr, Partner  
KERR & KERR LLP

03/20/01  
Date

**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

**ARTICLE VI  
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII  
OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the corporation shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLE IX  
DIRECTORS**

The names and residence addresses of the person constituting the initial board of directors are:

Harold Dunkley  
13500 NE 3<sup>rd</sup> Ct.  
Unit 408  
North Miami, Florida 33161

Initial  \_\_\_\_\_

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## ARTICLE X LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE XI OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

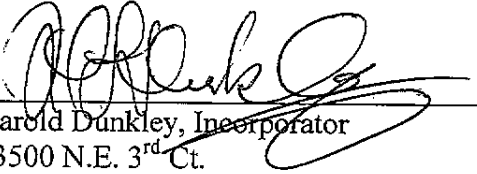
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.



**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Harold Dunkley, Incorporator  
13500 N.E. 3<sup>rd</sup> Ct.  
Unit 408  
North Miami, Florida 33161

State of Florida, County of Dade,


Before me, the undersigned authority, on this day personally appeared Roland Johnson and Eukisha Iton. These individuals are known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 25<sup>th</sup> day of March, 2001.



Notary Public in and for the state of Florida

My Commission Expires:



Sheila E Miller  
My Commission CC817850  
Expires March 22, 2003