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## FLORIDA PROFIT CORPORATION OR P.A.

### BAUHAUS SHOP USA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
BAUHAUS SHOP USA, INC.**

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DIVISION OF CORPORATIONS

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be Bauhaus Shop USA, Inc., and the corporation's principal address shall be 256 E. Commercial Boulevard, Lauderdale by the Sea, Florida 33308.

**ARTICLE II  
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

**ARTICLE III  
NATURE OF BUSINESS AND POWERS**

The purposes for which the corporation is organized are to engage in the business of the retail and wholesale sale of imported furniture, and the general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The corporation shall have the authority to issue 10,000 shares, all of one class of capital stock, with a par value of \$.01 par share.

**ARTICLE V  
REGISTERED AGENT AND INITIAL OFFICE**

The address of the corporation's initial registered office is 200 Southeast 18th Court, Fort Lauderdale, Florida 33316, and the name of the initial registered agent at said address is C. David Tangora, Esq.

**PREPARED BY:**  
C. DAVID TANGORA, ESQ.  
C. DAVID TANGORA, P.A.  
200 S.E. 18th Court, Ft. Lauderdale, FL 33316  
(954) 779-1005  
Florida Bar No: 522104

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**ARTICLE VI  
BOARD OF DIRECTORS AND INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The number of directors constituting its initial Board of Directors is one, whose name and address is:

Peter Schmidt  
256 E. Commercial Blvd.  
Lauderdale by the Sea, FL 33308

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is Peter Schmidt, 256 E. Commercial Boulevard, Lauderdale By the Sea, Florida 33308.

**ARTICLE VIII  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

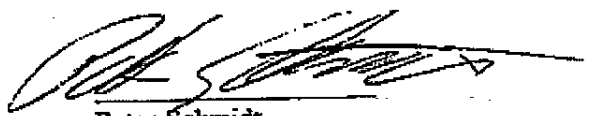
**ARTICLE IX  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have the preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to the stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

**ARTICLE X  
EFFECTIVE DATE**

Pursuant to Florida Statute Section 607.0203(1) (2000), the effective date of the commencement of corporate existence is when these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth, and hereunto sets his hand and seal this 8 day of August, 2001.

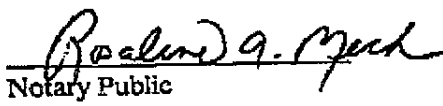


Peter Schmidt  
Incorporator

STATE OF FLORIDA  
SS:  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements and administer oaths, personally appeared Peter Schmidt, party to the foregoing Articles of Incorporation, known to be personally to be such, and having further provided proof of identification by Florida Driver's License No. Passport 9510525250 and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

WITNESS my hand and official seal this 8 day of August, 2001.

  
Notary Public

My Commission Expires:

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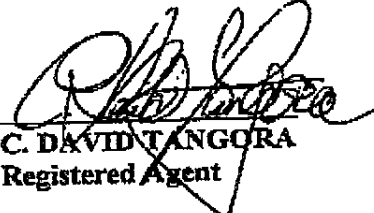
**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes (2000), the following is submitted, in compliance with said Act:

First - that BAUHAUS SHOP USA, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named C. DAVID TANGORA, located at 200 Southeast 18th Court, Fort Lauderdale, Florida 33316, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at that place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
C. DAVID TANGORA  
Registered Agent

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