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FLORIDA PROFIT CORPORATION OR P.A.

Rooms To Go Central Corp.

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**ARTICLES OF INCORPORATION
OF
ROOMS TO GO CENTRAL CORP.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I.
NAME**

The name of the Corporation is **Rooms To Go Central Corp.**

**ARTICLE II.
TERM OF EXISTENCE**

The date when corporate existence will commence is November 18, 2004 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**ARTICLE III.
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 11540 US High 92 East, Seffner, Florida 33584.

**ARTICLE IV.
CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**ARTICLE VI.
DIRECTORS**

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
Jeffrey Seaman	400 Perimeter Center Terrace, Suite 800 Atlanta, Georgia 30346
Lewis Stein	11540 US Highway 92 East Seffner, Florida 33584

ARTICLE VII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Piper Rudnick LLP 101 E. Kennedy Blvd., Suite 2000 Tampa, Florida 33602

ARTICLE VIII. AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE IX. CONTROL SHARE ACQUISITIONS

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

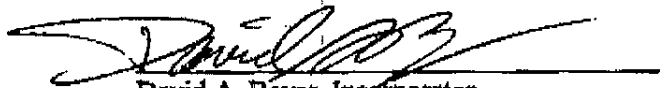
ARTICLE XI. INDEMNIFICATION

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XII.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 19, 2004.


David A. Beyer, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: November 19, 2004.


DAVID A. BEYER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA