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ACCOUNT NO. : 072100000032
REFERENCE : 315810 8953A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 2, 1997
ORDER TIME : 10:43 AM
ORDER NO. : 315810-005

CUSTOMER NO: 8953A

600002131556--3
-04/02/97--01095--009
****122.50 ****122.50

CUSTOMER: Ms. Debbie Massa
FERDINAND & SULLIVAN, P.A.

Suite 910
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309

DOMESTIC FILING

NAME: MAX FURNITURE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 APR -2 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 4/2/97

97 APR -2 AM 11:31
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MAX FURNITURE, INC.

FILED

97 APR -2 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAX FURNITURE, INC.

The address of the principal office of the corporation shall be and the mailing address of the corporation shall be 1855 Griffin Road, Ste. B-336, Dania, Florida 33004.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1855 Griffin Road, Ste. B-336, Dania, Florida 33004, and the name of the initial registered agent of the corporation at that address is Peter Mandel.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its (Board of Directors/ Shareholders), subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially. The names and street addresses of the initial members of the Board of Directors are:

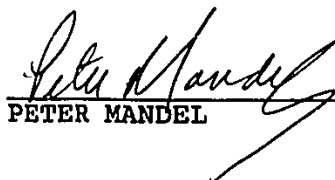
Peter Mandel
1855 Griffin Road, Ste. B-336
Dania, Florida 33004

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Peter Mandel
1855 Griffin Road, Ste. B-336
Dania, Florida 33004

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31 day of March, 1997.


PETER MANDEL

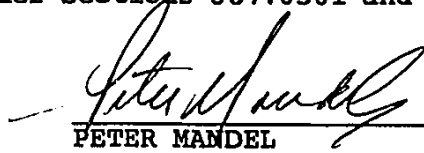
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED

97 APR -2 PM 12:23

Peter Mandel, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PETER MANDEL