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SEPTEMBER 17, 1997

JACQUELINE EDEN
14627 US HWY 19
HUDSON, FL 34667

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-10/03/97--01017--013
****122.50 ****122.50

DIVISION OF CORPORATIONS
P.O. BOX 6327
HUDSON, FL 34667

RE: ARTICLES OF INCORPORATION
CAROLINA FURNITURE OUTLET, INC.

GENTLEMEN:

ENCLOSED ARE THE ARTICLES IN DUPLICATE FOR THE ABOVE
MENTIONED CORPORATION, TOGETHER WITH MY CHECK IN THE
AMOUNT OF 122.50, TO COVER THE COST OF INCORPORATION
AND A CERTIFIED COPY OF THE ARTICLES.

IT IS REQUESTED THAT YOU MAKE THE EFFECTIVE DATE OF
INCORPORATION THE DATE OF FILING.

PLEASE FORWARD A CERTIFIED COPY OF THE ARTICLES OF
INCORPORATION TO MY ATTENTION AT 14627 US HWY 19,
HUDSON, FL 34667

THANK YOUR FOR YOUR CO-OPERATION IN THIS MATTER.

VERY TRULY YOURS,

Jacqueline Eden

JACQUELINE EDEN
INCORPORATOR

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -3 AM 10:41

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10/16/97

ARTICLES OF INCORPORATION
OF
CAROLINA FURNITURE OUTLET, INC.

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION,
EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEM-
SELVES TOGETHER, TO FORM A CORPORATION FOR PROFIT, UNDER THE LAWS OF
THE STATE OF FLORIDA.

ARTICLE I

THE CORPORATION WILL BE NAMED CAROLINA FURNITURE OUTLET, INC.
HAVING BOTH PRINCIPAL AND MAILING ADDRESSES LOCATED AT 14627 US HWY
19, HUDSON, FL 34667.

ARTICLE II

THE GENERAL NATURE OF BUSINESS, AND THE OBJECTS AND PURPOSES TO BE
TRANSACTIONED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS, HEREIN
MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR
COULD DO, VIZ., THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA
AND SHALL POSSESS ALL OF THE POWERS GRANTED CORPORATIONS, UNDER THE PRO-
VISIONS OF CHAPTER 607, OF THE FLORIDA STATUTES.

ARTICLE III

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES
OF COMMON STOCK, HAVING A PAR VALUE OF \$5.00 PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE
BUSINESS, SHALL BE \$500.00.

ARTICLE V

THE CORPORATION SHALL COMMENCE UPON COMPLIANCE WITH THE REQUIREMENTS
OF THE FLORIDA LAW, AND ITS EXISTENCE SHALL BE PERPETUAL.

ARTICLE VI

THE NAMES AND MAILING ADDRESSES OF THE SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION ARE:

NAME -----	ADDRESS -----
JOSEPH EDEN	14627 US HWY 19, HUDSON, FL 34667
JACQUELINE EDEN	14627 US HWY 19, HUDSON, FL 34667

ARTICLE VII

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE, OF THE CORPORATION OR UNTIL SUCESSORS ARE ELECTED OR APPOINTED, PURSUANT TO THE BY LAWS OF THIS CORPORATION, ARE AS FOLLOWS:

NAME -----	ADDRESS -----
JOSEPH EDEN	14627 US HWY 19, HUDSON, FL 34667
JACQUELINE EDEN	14627 US HWY 19, HUDSON, FL 34667

ARTICLE VIII

THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1), NOR MORE THAN THREE (3) DIRECTORS, WITH THE EXACT NUMBER TO BE ESTABLISHED BY THE BYLAWS OF THE CORPORATION.

ARTICLE IX

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, AT A MEETING FOR SAID PURPOSE, UNLESS ALL DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT, SETTING FORTH THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES BE MADE.

ARTICLE X

PURSUANT TO SECTION 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO BE IN COMPLIANCE WITH SAID ACT:

CAROLINA FURNITURE OUTLET, INC. DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAVING ITS REGISTERED OFFICE LOCATED AT 14627 US HWY 19, HUDSON, FL, APPOINTS JACQUELINE EDEN, WHO RESIDES AT 14627 US HWY 19, HUDSON, FL 34667 AS ITS REGISTERED AGENT, TO ACCEPT SERVICE IN THIS STATE, AT THE ABOVE ADDRESS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEAL THIS 26 DAY OF Sept. 1997.

AS TO ALL INCORPORATORS:

Robyn Barrows
WITNESS
Lisa Nancy
WITNESS

Joseph W. Eden
JOSEPH EDEN, INCORPORATOR
Jacqueline Eden
JACQUELINE EDEN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED JOSEPH AND JACQUELINE EDEN, INCORPORATORS DESCRIBED INE THE FOREGOING ARTICLES OF INCORPORATION, WHO AFTER BEING DULY SWORN, STATED THAT THEY DID EXECUTE THE ARTICLES FOR THE PURPOSES AS EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 26 DAY OF Sept A.D. 1997
ID EXAMINED FL Drivers Licenses

Robyn Barrows
NOTARY PUBLIC

MY COMMISSION EXPIRES:

DOCUMENT PREPARED BY: JACQUELINE EDEN

OFFICIAL NOTARY SEAL
ROBYN BARROWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC429369
MY COMMISSION EXPIRES DEC. 26, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -3 AM 10:41

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY, AND DO AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Jacqueline Eden
JACQUELINE EDEN
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED JACQUELINE EDEN, TO ME KNOWN AS THE SAME PERSON, NAMED IN THE FOREGOING ACKNOWLEDGEMENT, WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT SHE EXECUTED SAID ACKNOWLEDGEMENT FOR THE PURPOSES AS THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 26 DAY OF Sept A.D. 1997
IDENTIFICATION EXAMINED FL drivers Licenses

MY COMMISSION EXPIRES:

Robyn Barrows
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
ROBYN BARROWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC423369
MY COMMISSION EXPIRES DEC. 26, 1998

DOCUMENT PREPARED BY: JACQUELINE EDEN