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SEPTEMBER 17, 1997

JACQUELINE EDEN 14627 US HWY 19 HUDSON, FL 34667 500002310915--5 -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 INCORPORATOR

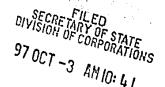
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of which

ARTICLES OF INCORPORATION

OF



CAROLINA FURNITURE OUTLET, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES 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 TRANSACTED 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 PROVISIONS 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 STOCK-HOLDERS 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 FOL-LOWING 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

DAY OF Sect. 1997.

AS TO ALL INCORPORATORS:

n Barrows

Lua Panon

JOSEPH EIEN, INCORPORATOR

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 A.D. 199

ID EXAMINED H WIVERS LICENSUS

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

DIVISION OF CORPORATIONS

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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
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 $\frac{\partial b}{\partial x}$ DAY OF $\frac{\partial c}{\partial x}$ A.D. 1997

IDENTIFICATION EXAMINED $\frac{\partial c}{\partial x}$ $\frac{\partial c}{\partial x}$ $\frac{\partial c}{\partial x}$ $\frac{\partial c}{\partial x}$

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MY COMMISSION EXPIRES:

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