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11/04/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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FAX #: (305)716-0346

NAME: AMPM FURNITURE SELLERS, INC.

AUDIT NUMBER.....H97000018352

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....0

DEL. METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:14

11/5

ARTICLES OF INCORPORATION
OF
A M P M FURNITURE SELLERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:11

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

A M P M FURNITURE SELLERS, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE:

299 ALHAMBRA CIRCLE, CORAL GABLES, FL. 33134

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT 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 AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES OF \$1.00 PER SHARE

PREPARED BY: SONIA ORTIZ

ADDRESS: 19440 W. Saint Andrews Dr., Miami, FL 33015

. PHONE: (305) 829-9159

ARTICLE IV - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY, THE CORPORATE EXISTENCE OF THE CORPORATION SHALL COMMENCE AT THE TIME OF FILING THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA,

ARTICLE V - OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND THE SHAREHOLDERS, IS AS FOLLOWS:

SONIA ORTIZ
PRES./ SEC-TREASURER
DIRECTOR,

19440 W. SAINT ANDREWS DR.
MIAMI, FLORIDA 33015

LUIS G. ORTIZ
VICE-PRESIDENT
DIRECTOR,

19440 W. SAINT ANDREWS DR.
MIAMI, FLORIDA 33015

ARTICLE VI - ARBITRATION

IF A DEADLOCK SHOULD OCCUR IN THE VOTE OF THE DIRECTORS OR OF THE SHAREHOLDERS AND THE DEADLOCK CANNOT BE RESOLVED BY AGREEMENT OF THE PARTIES, THE DEADLOCK SHALL BE RESOLVED BY ARBITRATION. WITHIN TEN DAYS OF THE DEADLOCK, THE DIRECTORS OR SHAREHOLDERS ON ONE SIDE OF THE DISPUTE SHALL SELECT ONE ARBITRATOR AND THE DIRECTORS OR SHAREHOLDERS ON THE OTHER SIDE OF THE DISPUTE SHALL SELECT ONE ARBITRATOR AND THE TWO THUS APPOINTED SHALL SELECT A THIRD ARBITRATOR. THE THREE ARBITRATORS SHALL MAKE A PROMPT DECISION ON THE MATTER IN DISPUTE. ALL COSTS OF ARBITRATION SHALL BE BORNE EQUALLY BY THE PARTIES. THE DECISION OF THE ARBITRATOR SHALL BE BINDING AND CONCLUSIVE FOR ALL PURPOSES,

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

2510 S.W. 99 AVENUE, MIAMI, FLORIDA 33165-2633

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:


EMILIO A. COSIO

ARTICLE VIII - INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES IS:

EMILIO A. COSIO, 2510 S.W. 99TH AVENUE, MIAMI, FL. 33165-2633

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 4th DAY OF November, 1997,


EMILIO A. COSIO, INCORPORATOR

H97000018352

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED STATE
SECRETARY OF CORPORATION
97 NOV -11 AM 8:

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: A M P M FURNITURE SELLERS, INC.

2. The name and address of the registered agent and office is:

EMILIO A. COSIO

2510 S.W. 99th Avenue,
(P. O. BOX NOT ACCEPTABLE)

Miami, Florida 33165
(CITY/STATE/ZIP)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

EMILIO A. COSIO

SIGNATURE

Emilio Cosio
(Registered Agent)

DATE November 4, 1997.

REGISTERED AGENT FILING FEE:

H97000018352