

181487

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

TROPITONE FURNITURE CO., INC.

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Amended And
Restated Sub



November 25, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TROPITONE FURNITURE CO., INC.
5 MARCONI
IRVINE, CA 92718US

SUBJECT: TROPITONE FURNITURE CO., INC.
REF: 181487

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The first page of your document heading states AMENDED AND RESTATED ARTICLES OF INCORPORATION. The second pages should states AMENDED AND RESTATED ARTICLES OF INCORPORATION.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H08000262857
Letter Number: 308A00058463

P.O BOX 6327 - Tallahassee, Florida 32314

08 DEC -1 AM 10: 02

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TROPITONE FURNITURE CO., INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: **TROPITONE FURNITURE CO., INC.**
2. The text of the Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

* * * * *

It is hereby certified that:

1. The annexed restatement contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The date of adoption of the aforesaid amendment was October 24, 2007.
3. Only one voting group of shareholders was entitled to vote on the said amendment and restatement.
4. The number of votes cast for the said amendment and restatement by the said voting group of shareholders was sufficient for approval thereof.

Executed on Nov 11, 2008.

TROPITONE FURNITURE CO., INC.

By: [Signature]
Name: Paul J. Danielson
Title: Chief Executive Officer

AMENDED AND RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: **TROPITONE FURNITURE CO., INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

520 Lake Cook Road, Suite 375
Deerfield, Illinois 60015

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

2,500,000 authorized, \$.10 par value

ARTICLE V OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Cap Hendirx	President	5 Marconi Irvine, CA 92618
Randy Danielson	Chief Financial Officer	5 Marconi Irvine, CA 92618
Jim Norton	Director	520 Lake Cook Road, Suite 375 Deerfield, IL 60015-5291
John Underwood	Director	520 Lake Cook Road, Suite 375 Deerfield, IL 60015-5291
Peter Lipson	Director	520 Lake Cook Road, Suite 375 Deerfield, IL 60015-5291
Eric Wilcomes	Director	520 Lake Cook Road, Suite 375 Deerfield, IL 60015-5291
Bob Gladden	Director	520 Lake Cook Road, Suite 375 Deerfield, IL 60015-5291

ARTICLE VI REGISTERED AGENT

Corporation Service Company
1201 Hayes Street, Tallahassee, FL 32301

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the For Profit Corporation:

Tropitone Furniture Co., Inc.

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated For Profit company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Corporation Service Company

BY: Doreen Wallace

(Signature)

**Doreen Wallace
Assistant Vice President**