



THE UNITED STATES
CORPORATION
COMPANY

208267

ACCOUNT NO. : 072100000032

REFERENCE : 336135 4371937

AUTHORIZATION

Patricia Pizzuti

COST LIMIT : \$ 78.75

ORDER DATE : August 10, 1999

ORDER TIME : 10:30 AM

ORDER NO. : 336135-005

000002955800--4

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
Trivest, Inc.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

*Amended &
Restated &
Name Change*

99 AUG 10 PM 1:49
FILED
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

DOMESTIC AMENDMENT FILING

NAME: MIAMI METAL PRODUCTS, INC.
N/C POMPEII FURNITURE CO., INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
XX CERTIFICATE OF GOOD STANDING (3)
WITH NEW NAME

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS

8/10/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 10 AM 11:27

RECEIVED

CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI METAL PRODUCTS, INC.

FILED
99 AUG 10 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami Metal Products, Inc., a Florida corporation (the "Corporation") hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Miami Metal Products, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for the name of the Corporation to be changed to "Pompeii Furniture Co., Inc."
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved effective as of July 30, 1999 by the Corporation's (i) Board of Directors and (ii) sole shareholder.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of August 9, 1999.

MIAMI METAL PRODUCTS, INC.

By: 

Name: Marilyn D. Kuffner

Title: Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POMPEII FURNITURE CO., INC.

ARTICLE I

The name of this corporation is POMPEII FURNITURE CO., INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

This Corporation is authorized to issue an aggregate total of One Thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 2665 South Bayshore Drive, Suite 800, City of Miami, County of Miami-Dade, State of Florida 33133 and the name of its registered agent at such office is Peter W. Klein.

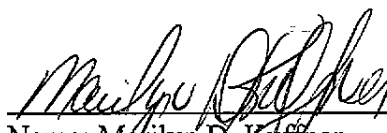
ARTICLE VI

The Corporation's Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII


This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Corporation, has executed these Amended and Restated Articles of Incorporation this 9th day of August, 1999.


Name: Marilyn D. Kuffner
Title: Secretary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of POMPEII FURNITURE CO., INC. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes §607.0505


Peter W. Klein

Dated: August 9, 1999