

# F98000000379

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: FURNITURE CLASSICS OF FLORIDA LTD  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

TODD L. MILLER W97-26501  
(Name of Person)  
FURNITURE CLASSICS OF FLA LTD  
(Firm/Company)  
4669 SW 72 AVE  
(Address)  
MIAMI, FL 33155  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

700002355947--2  
-11/24/97--01148--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

TODD L. MILLER at ( 305 ) 662-9212  
(Name of Person) (Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:33

Name conflict  
J90790



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 25, 1997

TODD L. MILLER  
FURNITURE CLASSICS OF FLORIDA, LTD.  
4669 SW 72 AVE.  
MIAMI, FL 33155

SUBJECT: FURNITURE CLASSICS OF FLORIDA, LTD.  
Ref. Number: W97000026501

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:33

We have received your document for FURNITURE CLASSICS OF FLORIDA, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A brief description of the entity's nature of business must be included in the document.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 697A00056235

LAW OFFICES

**ANN M. KIRK**

5907 WEST NORFOLK ROAD, SUITE 101  
PORTSMOUTH, VIRGINIA 23703  
(757) 483-8866  
(757) 483-6311 FAX

MEMBER OF VA & GA BARS  
MASTERS OF LAW-TAXATION

January 15, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:33

Re: Furniture Classics of Florida, Ltd.  
Ref. Number: W97000026501

Dear Sir or Madam:

Please find enclosed the following documents for registration of Furniture Classics of Florida, Ltd. as a foreign corporation doing business in the state of Florida:

1. Copy of your letter of November 25, 1997 requesting certain items.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, duly executed and completed as required by the above letter.
3. Resolution of Board of Directors for use of the name Miami Furniture Classics, Inc. in the state of Florida.
4. Certificate of Good Standing from the Commonwealth of Virginia for Furniture Classics of Florida, Ltd.

You have retained the fee of \$70.00 as stated in your November 25, 1997 letter. Should you need anything further please direct your request to my attention at the above address as I am counsel for Furniture Classics of Florida, Inc.

Thank you for your kind attention in this matter.

Sincerely,



Ann M. Kirk

AMK  
enclosures

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:34

I, the undersigned TODD MILLER, do hereby certify  
(Name)

that this Resolution of the Board of Directors of ~~MILLER~~

FURNITURE CLASSICS OF FLA, LTD.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of VA.

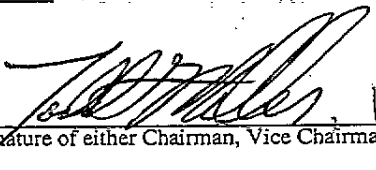
was duly adopted on NOVEMBER 10TH, 19 97.

Be it resolved, that FURNITURE CLASSICS OF FLA, LTD.  
(Corporate Name)

organized and existing in the State of FLORIDA, hereby adopts the name

MIAMI FURNITURE CLASSICS, INC. for use in Florida.

Dated: 11/29/97

  
Signature of either Chairman, Vice Chairman or any officer

TODD L. MILLER, Vice President.  
Type or print name

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. FURNITURE CLASSICS OF FLA. LTD. N.B.I.A. MIAMI FURNITURE CLASSICS, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. VIRGINIA, U.S.A. 3. 54-1650220  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 21<sup>ST</sup> OCT. 1997 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10<sup>TH</sup> NOVEMBER 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4669 SW 72 AVE  
MIAMI, FL 33155  
(Current mailing address)
8. SELL FURNITURE  
PARTNER LIVES IN VIRGINIA & OWNS FURNITURE CLASSICS LTD (VA)  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)


Name: TODD L. MILLER

Office Address: 4669 SW 72 AVE

MIAMI, FL 33155, Florida, 33155  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

X   
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: R. DOUGLAS RICKS

Address: 2437 WATERMILL GROVE

CHESAPEAKE, VA 23321

Vice President: TODD L. MILLER

Address: 10627 SW 147 CT

MIAMI, FL 33196

Secretary: \_\_\_\_\_


Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:34

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TODD L. MILLER, VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

Furniture Classics of Florida, Ltd. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 24, 1997.

Nothing more is hereby certified.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 PM 1:34



Signed and Sealed at Richmond  
on this Date: December 18, 1997

*William J. Bridge*

William J. Bridge, Clerk of the Commission