

LO2000002656

**ROSSWAY MOORE
& TAYLOR**

ATTORNEYS AND COUNSELORS AT LAW

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1-A
SUITE 200
VERO BEACH, FLORIDA 32963

January 25, 2002

JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**
MICHAEL J. SWAN
OF COUNSEL

TELEPHONE
(561) 231-4440
FACSIMILE
(561) 231-4430

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

100004833511--0
-01/29/02-01042-004
****125.00 ****125.00

RE: *Cushion Express International, L.L.C.*

Ladies and Gentlemen:

In regard to the above, please find enclosed the original Articles of Organization for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee.

Thank you for your assistance.

Sincerely,

J. Atwood Taylor, III

FILED
02 JAN 29 PM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO2-2656
AR

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-LLC.L.doc

Encs.

CC: Mr. and Mrs. Andrew Wallace, w/enc.

ARTICLES OF ORGANIZATION
FOR
CUSHION EXPRESS INTERNATIONAL, L.L.C.

1. ARTICLES OF ORGANIZATION.

ARTICLE I
NAME

The name of the Limited Liability Company is as follows:

CUSHION EXPRESS INTERNATIONAL, L.L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

9095 - 17th Place, Vero Beach, Florida 32966

FILED
02 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the members are as follows:

ANDREW WALLACE
9095 - 17th Place
Vero Beach, Florida 32966; and

HEIDI WALLACE
9095 - 17th Place
Vero Beach, Florida 32966.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the members; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed bankruptcy or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

FILED
02 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company

ARTICLE VII
PURPOSE

This Limited Liability Company has been formed by the members for the purpose of owning and operating a retail cushion and seating store and the factory that manufactures cushion and seating products and for all other legal purposes to which the members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

ARTICLE IX
GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in

FILED
02 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

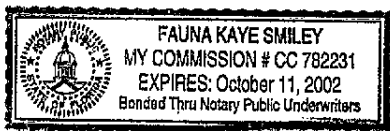
accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned members have caused these presents to be executed on the date set forth below.

Andrew Wallace
ANDREW WALLACE

Heidi Wallace
HEIDI WALLACE

Date: 1/3, 2002



Fauna Kaye Smiley

2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE.

02 JAN 29 PM 3:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **CUSHION EXPRESS INTERNATIONAL, L.L.C.**
2. The name and address of the Registered Agent and Office is as follows:

**J. ATWOOD TAYLOR, III
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963**

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability 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.



J. ATWOOD TAYLOR, III

Date: Jan. 21, 2002

F:\Taylor\Sherril\Documents\14231.wpd

02 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED