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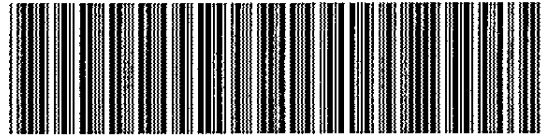
(Business Entity Name)

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Reply to: Tallahassee Office

July 8, 2003

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

Via Hand Delivery

Re: Formation of Limited Liability Company –
Turner Furniture of Pensacola, LLC

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the limited liability company listed above.

Please file each set of Articles and Certificate of Designation, certify one copy of each, and stamp one copy of each "Filed."

I have enclosed a check in the amount of \$160.00 for the filing and certification fees and for a certificate of status. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on June 10, 2003.

Sincerely,


Nancy M. Burke

Enclosures

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11:12:08
STATE
FLORIDA

**ARTICLES OF ORGANIZATION
OF
TURNER FURNITURE OF PENSACOLA, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 – Name

The name of this limited liability company is Turner Furniture of Pensacola, LLC ("Company").

Article 2 – Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 – Mailing Address and Street Address

The Company's address is 317 Industrial Boulevard, Thomasville, Georgia 31792.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is John C. Lovett, Esq. The street address of the initial registered agent of the company is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

Article 5 – Initial Member

The initial member of the company is:

Turner Furniture Company, a Georgia corporation
317 Industrial Boulevard
Thomasville, Georgia 31792

Article 6 – Additional Members

Additional members to the company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 7 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued

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TALLAHASSEE, FLORIDA

membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 8 – Management of the Company

The management of the Company is reserved to the managers. The following person will initially be the manager:

Mr. S. Russell Turner, Jr.
317 Industrial Boulevard
Thomasville, GA 31792

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

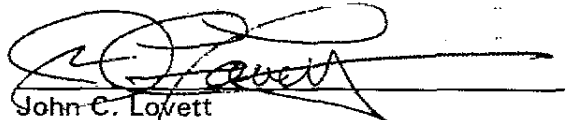
Article 9 – Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 10 – Date of Existence of the Company

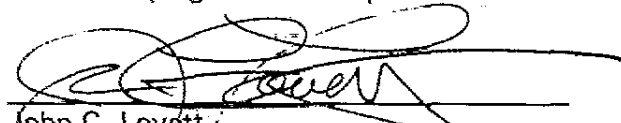
The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 8th day of July, 2003.


John C. Lovett
Authorized Representative for the Member

CERTIFICATE OF DESIGNATION

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping the office open.


John C. Lovett