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LIMITED LIABILITY COMPANY

Southern Manufacturing & Upholstery, LLC

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ARTICLES OF ORGANIZATION OF

SOUTHERN MANUFACTURING & UPHOLSTERY, LLC

The undersigned, a member of Southern Manufacturing & Upholstery, LLC (the "Company"), a limited liability company under and pursuant to Section 608.407 of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the Company shall be Southern Manufacturing & Upholstery, LLC.

ARTICLE II. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

3670 131st Avenue North Clearwater, Florida 33762

ARTICLE III. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Matthew J. Argue 3670 131st Avenue North Clearwater, Florida 33762

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415 of the Florida Limited Liability Company Act is attached to these Articles of Organization.

ARTICLE IV. MANAGEMENT

The Company shall be Manager managed.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization on December 1, 2004.

Matthew Argue, Member

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 608.415 of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, or other more applicable statute, the following is submitted:

That Southern Manufacturing & Upholstery, LLC desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 3670 131st Avenue North, Clearwater, Florida 33762, has named Matthew J. Argue as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Company Act.

Dated: December 1, 2004

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