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Florida Department of State  
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05 APR 13 AM 7:55  
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY  
UPHOLSTERY U.S.A., LLC

FILED  
2005 APR 13 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
UPHOLSTERY U.S.A., LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I  
NAME**

The name of the Company is UPHOLSTERY U.S.A., LLC.

**ARTICLE II  
ADDRESS**

The mailing address and principal business address of the Company is 1930 Stirling Road, Dania, FL 33004.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 2699 S. Bayshore Drive, 7<sup>th</sup> Floor, Florida, 33133, and the name of the initial registered agent of the Company at that address is CORPCO, INC.

**ARTICLE IV  
DURATION AND EFFECTIVE DATE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The period of the Company's duration shall be perpetual, unless the Company is dissolved earlier pursuant to the provisions of the Regulations of the Act.

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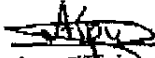
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**ARTICLE V**  
**MANAGEMENT OF COMPANY**

Management of the Company shall be vested in the Managers and it is, therefore, a manager-managed company. Ian Greenberg and Scott Eisdorfer are appointed to be the initial managers of the Company.

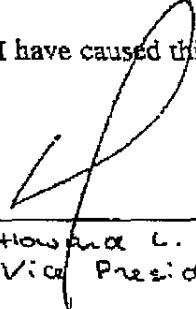
IN WITNESS WHEREOF, the undersigned authorized representative has hereunto set his hand and seal this 13<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
Anna Krinshtein  
Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 13<sup>th</sup> day of April, 2005.

By:   
Name: Howard L. Greenberg  
Title: Vice President

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