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July 18, 2002

850-488-9000
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/19/02--01054--004
***125.00 ***125.00

RE: SNS Winter Park, LLC

Dear Sir/Madam:

Please review and file the enclosed application and conformed copy upon receipt. I have enclosed our check in the amount of \$125.00 covering the filing fees. Please send evidence to the company indicated on the enclosed self addresses stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Best regards,

Gwendolyn Andrews
Gwendolyn Andrews
Assistant Secretary

FILED
02 JUL 19 AM 9:59
TALLAHASSEE, FLORIDA

Paranet Job No: 02-07-0222

7/20/02
188

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. SNS Winter Park, LLC
(Name of foreign limited liability company)

2. Alabama 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 9, 2002 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon registration
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1540 Semoran Boulevard, Winter Park, Florida 32792
(Street address of principal office)

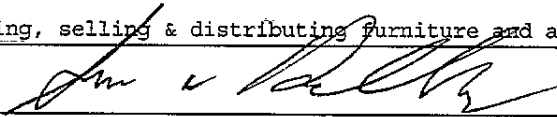
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
SNS Holdings, Inc., 105 Church Street, Suite C, Rainbow City, Alabama 35906

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REC'D

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Business of purchasing, owning, financing, warehousing, selling & distributing furniture and all related products



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Samuel W. Kelley, Authorized Representative
Typed or printed name of signee

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SNS Winter Park, LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.
(Name)

526 E. Park Avenue
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 as provided for in Chapter 608, F.S.

Gwendolyn Andrews
(Signature)
Gwendolyn Andrews, Special Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

an examination of the limited liability company records on file

in this office disclose that articles of organization for SNS

Winter Park, LLC were filed in the office of the Judge of Probate

of Etowah County on July 9, 2002. I further certify that the

records do not disclose that said SNS Winter Park, LLC has been dissolved.

In Testimony Whereof, I have hereunto set my hand
and affixed the Great Seal of the State, at the Capitol,