

P0000002551**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000001203 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 10 AM 10:39

FILED

FLORIDA PROFIT CORPORATION OR P.A.**FURNITURE LIQUIDATORS OUTH FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

H00000001203

⑦

**ARTICLES OF INCORPORATION
OF
FURNITURE LIQUIDATORS OF SOUTH FLORIDA, INC.**

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

00 JAN 10 AM 10:39
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I

The name of the corporation shall be **FURNITURE LIQUIDATORS OF SOUTH FLORIDA, INC.**

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

- A. To engage in the small business of the fine art of framing and to conduct any and all other lawfully authorized business associated with same.
- B. To acquire, hold, undertake, and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debenture and other obligations and evidence of indebtedness payable at a

H00000001203

H00000001203

specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise depose of the shares of the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Governments and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in and of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is One Hundred (100) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of One Hundred dollars, (\$100.00)

ARTICLE V

H00000001203

H000000 0120 3

The existence of this corporation shall be perpetual unless sooner dissolved according to law and shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VI

The principal place of business for the corporation shall be 602 STIRLING ROAD, DANIA BEACH, FLORIDA 33004.

ARTICLE VII

There shall be one or more Directors of this corporation.

ARTICLE VIII

The names and mailing addresses of the Board of Directors are as follows:

OLLIE STARR
602 Stirling Road
Dania Beach, FL 33004

JOHN H. BINNS
602 Stirling Road
Dania Beach, FL 33004

ARTICLE IX

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

OLLIE STARR	50 SHARES
JOHN H. BINNS	40 SHARES

The proceeds of which amount to One Hundred Dollars (\$100.00).

ARTICLE X

The directors of the corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

H000000 0120 3

H00000001203

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash at just valuation to be fixed by the Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued, shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate for like number shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XI

The officers of this corporation are as follows:

OLLIE STARR	President/Secretary
JOHN H. BINNS	Vice Pres./Treasurer

ARTICLE XII

It is the intention of the Initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

ARTICLE XIII

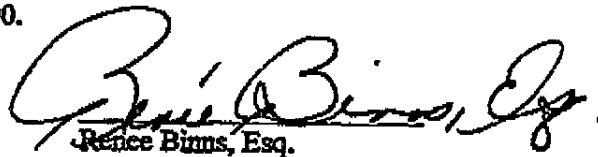
Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served. Pursuant to Chapter 607.34 Florida Statutes, the following is submitted: FURNITURE LIQUIDATORS OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with

H00000001203

H00000001203

the principal offices as indicated in the Articles of Incorporation, has designated Renee Binns, Esq. who is located at 4330 Sheridan St., Suite 202B, Hollywood, FL 33021, to accept service of process within this State.

DATED THIS 7th DAY OF JANUARY, 2000.



Renee Binns, Esq.

Registered Agent

I hereby accept service of process


IN WITNESS WHEREOF, I hereunto subscribed my name and affixed my seal at Broward County, Florida this 7th day of January, 2000.


RENEE BINNS, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7 day of JANUARY, 2000 by RENEE BINNS, ESQ. who is personally known to me and who did/did not take an oath.




NOTARY PUBLIC STATE OF FL.
BELINA SURUJON
PRINTED NOTARY SIGNATURE

My commission expires:

ARTICLE XIV


The name and address of the incorporator executing these Articles of Incorporation is:

JOHN H. BINNS
602 Stirling Rd.
Dania Beach, FL 33004

H00000001203

H00000001203

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 7 th day of January, 2000.


JOHN H. BINNS


STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this __7th day of January,
2000, by JOHN H. BINNS who is personally known to me and has/has not taken an oath.

My Commission Expires



BELINA SURUJON
COMMISSION # CC372449
EXPIRES OCT 10, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
BELINA SURUJON
Printed Name

FILED
00 JAN 10 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000001203