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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box # 6327
Tallahassee, Florida 32314

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-01/24/00--01134--001
131.25 *87.50

SUBJECT: Furniture Upholstery Center, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- a. \$70.00
Filing Fee
- b. \$78.75
Filing Fee & Certificate
- c. \$122.50
Filing Fee & Certified Copy
- d. X \$131.25
Filing Fee, Certified Copy & Certificate

FILED
00 JAN 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Saif Eldean Elhassan
Name (Printed or Typed)

1545 S.W. 14th Street
Address

Boca Raton, Florida 33486
City, State & Zip Code

561-750-5278
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

T BROWN JAN 28 2000

ARTICLES OF INCORPORATION
- Profit Corporation -

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FIRST: The name of the corporation shall be:

Furniture Upholstery Center, Inc.

SECOND: The place in the State of Florida where its principle office is to be located is:

2650 N.W. 2nd Avenue, Boca Raton, Florida 33431

THIRD: The purpose for which this corporation is formed is to engage in any lawful activity.

The corporation initially intends to engage in the business of:

Upholstery Service

FOURTH: The corporation shall have authority to issue one class of stock. The classification and par value of each share shall be:

Common, No Par Value, 100 Shares

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Saif Eldean Elhassan

1545 S.W. 14th Street

Boca Raton, Florida 33486

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Saif Eldean Elhassan

1545 S.W. 14 Street

Boca Raton, Florida 33486

SEVENTH: The governing Board of the corporation shall be known as its Directors. The Directors need not be stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of 1 in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Saif Eldean Elhassan, President, 100%


1545 S.W. 14 Street

Boca Raton, Florida 33486

EIGHTH: The private property of Shareholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1,
to December 31 each year.

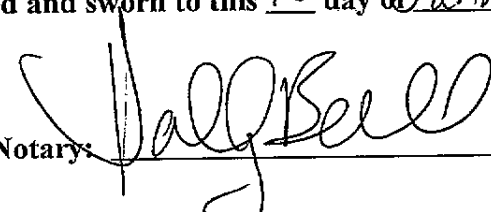
TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
_____ DAY OF _____, 2000.

 President

State of Florida)
) SS.
County of Palm Beach)

On this day, before me, the undersigned authority, in and for and residing in the above County and State, personally appeared the Incorporators whose signatures appear above, are personally known to me to be the same person(s) whose name(s) is/are subscribed to the foregoing document, and, being duly sworn, they verified that the information contained in the foregoing document is true and correct on personal knowledge and acknowledge that said document was signed as a free and voluntary act.

Subscribed and sworn to this 18 day of January, 2000.

Name of Notary: 

My commission expires: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Furniture Upholstery Center, Inc.

2. The name and address of the registered agent and office is:

Saif Eldean Elhassan

(Name)

1545 S.W. 14th Street

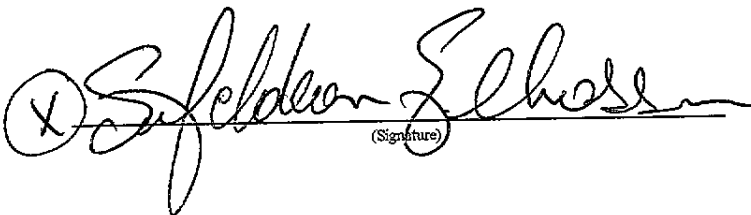
(Address - P.O. Box NOT Acceptable)

Boca Raton, Florida 33486

(City / State / Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

 (Signature)

DIVISION OF CORPORATIONS, P.O. BOX # 6327, TALLAHASSEE, FL