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Law Offices of
HOFFMAN, CLENDINING & HARDING

(A Partnership of Professional Associations)

BARRY G. HOFFMAN*
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PLAZA AT BOCA HAMPTONS
SUITE 57
9070 KIMBERLY BOULEVARD
BOCA RATON, FLORIDA 33434
(561) 482-2000
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West Palm Beach Office
7151 Lake Worth Road
Lake Worth, FL 33467
Tel: (561) 738-7500

*FL & NY BAR
**FL & FED BAR

PLEASE REPLY TO BOCA RATON, FLORIDA

March 10, 2000

DEPARTMENT OF STATE
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

200003168652--8

-03/14/00--01056--002

*****35.00 *****35.00

RE: Affidavit of Resignation
FURNITURE-DISCOUNTER.COM, INC.

Dear Sir/Madam:

Enclosed herewith please find original and one (1) copy of Affidavit of Resignation. We are also enclosing a check in the amount of \$35.00, which represents your fee for filing of the above corporation.

Please return one (1) conformed copy of the Articles of Incorporation to this office in the self-addressed and stamped envelope provided for your convenience.

Thank you for your cooperation in this matter. Please feel free to contact this office with any questions or concerns.

Sincerely,

Laura J. Bivona

Laura J. Bivona
Legal Assistant

/ljb

enc.

MS/RS
3-23-00
MS

FILED
00 MAR 14 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

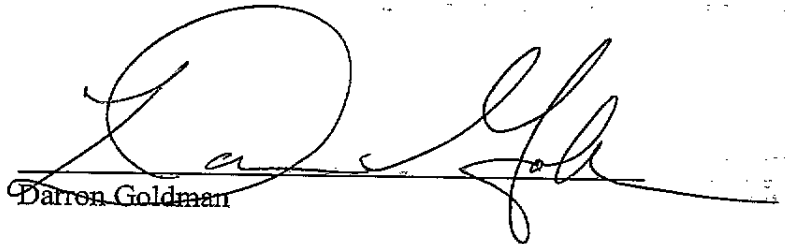
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, DARRON GOLDMAN, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, DARRON GOLDMAN hereby resign as Subscriber and Director of FURNITURE-DISCOUNTER.COM, INC., a Florida corporation. That the corporation has been notified in writing of the resignation.

I, DARRON GOLDMAN hereby state that I have never owned nor have I ever had stock shares issued in my name.

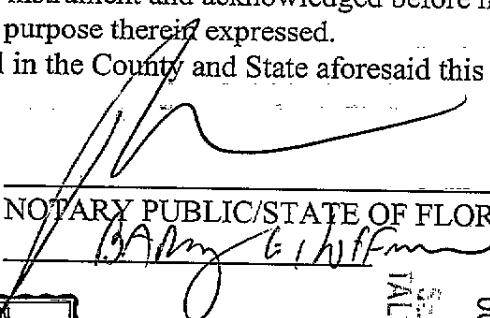

Darren Goldman

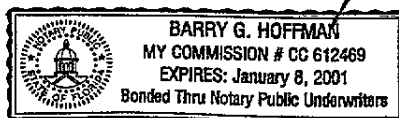
STATE OF FLORIDA
COUNTY OF PALM BEACH

I **HEREBY CERTIFY** that on this day the foregoing instrument was acknowledged before me by Darren Goldman who, is personally known by me or who has produced _____ as identification and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 6th day of Nov, 2000.

My Commission Expires:


NOTARY PUBLIC/STATE OF FLORIDA



Filing Fee: \$35.00

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E044 (7-90)

FILED
00 MAR 14 AM 11:48
TALLAHASSEE, FLORIDA
CLERK OF THE COURT