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February 22, 2000

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****122.50 *****78.75

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: WALKER FURNITURE MANUFACTURING, INC.

Dear Sir:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check for \$122.50 in payment of the following:

Filing Fee	\$35.00
One (1) Certified Copy	\$52.50
Registration of Registered Agent	\$35.00

Please certify the executed copy of the Articles of Incorporation and return it to me.

Thank you for your attention to this matter.

Very truly yours,

EDWARD T. CULBERTSON

FILED
00 FEB 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ETC/as
Enclosures

OB
3-2-00

ARTICLES OF INCORPORATION

OF

WALKER FURNITURE MANUFACTURING, INC.

The undersigned hereby subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FILED
00 FEB 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

The name of the corporation is WALKER FURNITURE MANUFACTURING, INC.

II.

This corporation is organized for the purpose of manufacturing, buying, selling, refurbishing, and designing furniture, woodwork, and other products, within and without the state of Florida, and for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes, Chapter 607.

III.

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock. The subscription of said stock shall be paid for in lawful money of the United States of America, or in other property, exchanged for stock has no easily certifiable value, such valuation shall be fixed by the Board of Directors at the regular or special meeting called for that purpose. The corporation may increase its capital stock to any amount that may at any time be authorized by law.

IV.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

V.

The mailing and street address of this corporation's principal office and of its initial registered office is 4017 103rd Avenue, N., Clearwater, Florida 33762, and the initial registered agent at that address is Kathleen Joyce Walker.

VI.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation, and the name and address of the person signing these Articles is:

Kathleen Joyce Walker
4017 103rd Avenue N.
Clearwater, FL 33762

VII.

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

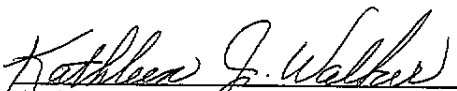
VIII.

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IX.

Having been named as Registered Agent and to accept service of process for this corporation at the address designed above, 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 by duties, and I am familiar with and accept the obligations of my position as Registered Agent.

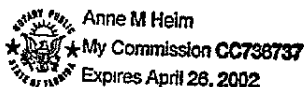
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 2 day of February, 2000.



Kathleen Joyce Walker

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared Kathleen Joyce Walker, to me will known to be the individual described in and who executed the above and foregoing Articles of Incorporation of WALKER FURNITURE MANUFACTURING, INC., and she acknowledged before me that she executed the Articles freely and voluntarily for the uses and purposes therein expressed, and she acknowledged before me that she subscribed her signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 2 day of February, 2000




Notary Public – State of Florida
My Commission expires: 04/26/02

FILED
00 FEB 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA