

00000076621

LAW OFFICES OF
ROBERT H. LECZNAR
ATTORNEYS & COUNSELORS AT LAW
6922 MAIN STREET
NEW PORT RICHEY, FLORIDA 34852-2718

ROBERT H. LECZNAR

TELEPHONE (727) 942-5702
FAX (727) 942-6035
E-MAIL lex5@gta.net

August 3, 2000

800003348438--9
-08/08/00--01010--007
*****78.75 *****78.75

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

Re: FURNITURE LIQUIDATION U.S.A., INC.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-mentioned corporation, together with an authorized signature of the Registered Agent.

Also, enclosed is our firm check in the amount of \$78.75 to be disbursed as follows:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent	35.00
TOTAL.....	\$78.75

Kindly file same and return the certified copy to us at your earliest convenience.

Very truly yours,

ROBERT H. LECZNAR

RHL/mm

Enclosures

D. BROWN AUG 14 2000

**ARTICLES OF INCORPORATION
OF
FURNITURE LIQUIDATION U.S.A.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this Corporation shall be: FURNITURE LIQUIDATION U.S.A., INC.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose for which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

A. To have a corporate seal, which may be altered at pleasure, and to use same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situate.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

D. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests, in or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or

of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

G. To lend money for its corporate purposes, invest and re-invest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE THOUSAND shares of common class only with a par value of One Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The shareholders of this Corporation shall have pre-emptive rights to acquire unissued or

treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: PRINCIPLE PLACE OF BUSINESS

The street address of the Corporations principle place of business is as follows, to-wit:

7801 Park Boulevard
Pinellas Park, Florida 33781

ARTICLE VIII: REGISTERED AGENT

The name and address of the Corporation's initial registered agent for service of process is as follows:

Robert H. Lecznar, Esq.
5922 Main Street
New Port Richey, Florida 34652

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the By-Laws of said Corporation. The initial Board of Directors shall consist of one member whose name and address is as follows, to-wit:

Bruce Vincent
5 Sturvant Street
Greenville, South Carolina 29611

Said members of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X: INCORPORATORS

The following person shall act as the incorporator of FURNITURE LIQUIDATION USA by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida:

Bruce Vincent
5 Sturvant Street
Greenville, South Carolina 29611

ARTICLE XI: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed, and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, WE, the undersigned subscribing incorporators, have hereunto set our bonds and seals this 24 day of July, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.


BRUCE VINCENT

STATE OF S.C.
COUNTY OF Greenville

The foregoing instrument was acknowledged before me this 24 day of July, 2000, by BRUCE VINCENT who is personally known to me or who has produced Drivers License as identification and who did/did not take an oath.


Notary Public, State of
Commission No. _____
My Commission Expires: 11-28-2000
(SEAL)

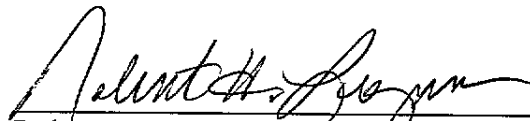
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: FURNITURE LIQUIDATION U.S.A., INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7801 Park Boulevard, Pinellas Park, Florida 33718, County of Pinellas, State of Florida, and names Robert H. Lecznar, Esq., 5922 Main Street, New Port Richey, Florida 34653, County of Pasco, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

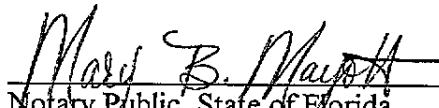

Robert H. Lecznar, Registered Agent

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PASCO

Before me personally appeared ROBERT H. LECZNAR, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 25TH day of July, 2000.


Notary Public, State of Florida

My commission expires:

