

P010000012047



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 986331 7158500

AUTHORIZATION :

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2001 FEB - 1 PM 1:32

FILED

ORDER DATE : February 1, 2001

ORDER TIME : 10:20 AM

ORDER NO. : 986331-005

CUSTOMER NO: 7158500

CUSTOMER: Suzanne N. Whibbs, Esq  
Whibbs Whibbs & Johnson, P.a.

600003622906--4

421 North Palafox Street

Pensacola, FL 32501

DOMESTIC FILING

NAME: CAROLINA DIRECT FURNITURE,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE FLORIDA

01 FEB - 1 AM 11:23

RECEIVED

10/10

**ARTICLES OF INCORPORATION  
OF  
CAROLINA DIRECT FURNITURE, INC.**

**FILED**

2001 FEB -1 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation shall be **Carolina Direct Furniture, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address shall be 5711 N. Davis Highway, Pensacola, Florida 32503.

**ARTICLE III  
PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV  
DURATION**

This corporation shall exist perpetually, commencing upon the date of filing these Articles of Incorporation with the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

The number of shares that this corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock, all of one class and series.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Every shareholder upon the sale of 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.


**ARTICLE VII  
INITIAL REGISTERED AGENT AND OFFICE**

The street address of this corporation's initial registered office is 105 East Gregory Square, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Vincent J. Whibbs, Jr.

**ARTICLE VIII  
INCORPORATOR**

The name and the address of the incorporator is Vincent J. Whibbs, Jr. 105 East Gregory Square, Pensacola, Florida 32501.

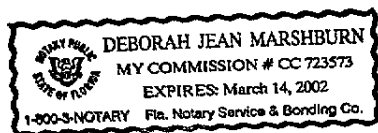
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2001.

  
\_\_\_\_\_  
Vincent J. Whibbs, Jr., Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this the 31<sup>st</sup> day of January, 2001 by Vincent J. Whibbs, Jr. who personally appeared before me and is personally known to me.



  
\_\_\_\_\_  
NOTARY PUBLIC- State of Florida

**CERTIFICATE OF DESIGNATION OF RESIDENT  
AGENT/REGISTERED OFFICE**

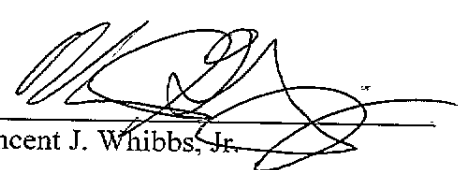
Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: Carolina Direct Furniture, Inc.
2. The name and address of the registered agent and office is:

Vincent J. Whibbs, Jr.  
105 East Gregory Square  
Pensacola, Florida 32501

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.

Dated this 31<sup>st</sup> day of January, 2001

  
\_\_\_\_\_  
Vincent J. Whibbs, Jr.

**FILED**  
2001 FEB - 1 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA