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ATTORNEY AT LAW

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February 20, 2001

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****122.50 ****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32302

Re: Bed & Dinette Depot, Inc.

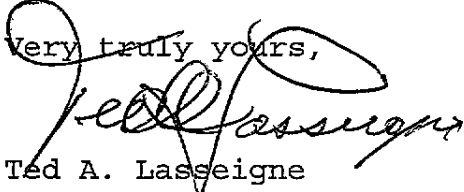
Dear Sir:

Enclosed is Articles of Incorporation, in duplicate, and original Designation of Registered Agent for the above corporation. Also enclosed is my check in the amount of \$122.50 representing the following costs:

\$35.00 - Filing Fee
35.00 - Registered Agent Form
52.50 - Certified Copy.

Please return the certified copy to the undersigned.

Very truly yours,


Ted A. Lasseigne

TAL/ja

Enclosures

FILED
01 FEB 26 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-28-01

ARTICLES OF INCORPORATION
OF
BED & DINETTE DEPOT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is BED & DINETTE DEPOT, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The general nature of the business to be transacted by this corporation is:

a. To engage in any commercial and industrial enterprise desired to be profitable to this corporation and in conformity with the laws of the State of Florida and of the United States.

b. To carry on and conduct in all its branches and departments, as principal or agent, the business of retail or wholesale merchants of furniture, fixtures, household appliances and household furnishings of every type and character and all business incidental or in any way connected therewith.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 500 shares of the capital Stock of the

corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the principal place of business of the corporation is 3309 Havendale Boulevard, Winter Haven, Florida, 33881, and the name of the initial registered agent at such address is Mark P. Brocco.

SIXTH: The board of directors shall consist of from one to four directors as may be more specifically stated in the by-laws of the corporation. The initial board of directors need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Mark P. Brocco

1527 Auburn Oaks Circle
Auburndale, Florida 33823

EIGHTH: The names and address of the initial incorporators are as follows:

Mark P. Brocco

1527 Auburn Oaks Circle
Auburndale, Florida 33823

NINTH: Two-thirds of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares, to distribute them among as

many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: No shareholder, his heirs, personal representatives or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this corporation until such shares have first been offered to the corporation and to other stockholders by written notice as hereinafter provided. The offer to sell the stock shall be made to the corporation at a price of book value and said offer shall remain open to the corporation for a period of 30 days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proportion of their shares of the offering shareholder. In the event the offer shall not be accepted within 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these articles of incorporation at Haines City, Florida, on the 19th day of February, 2001.


Mark P. Brocco

STATE OF FLORIDA :
COUNTY OF POLK :

BEFORE ME, the undersigned authority, appeared MARK P. BROCCO, who is personally known or has produced Florida Driver's License as identification, and known to be the persons described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he has made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Haines City, in said County and State this 19th day of February, 2001.

(NOTARY SEAL)



Janice Aldridge
MY COMMISSION # CC831144 EXPIRES
June 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Janice Aldridge
Notary Public
State of Florida at Large

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First - That BED & DINETTE DEPOT, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at City of Winter Haven, State of
Florida, has named Mark P. Brocco located at 3309 Havendale
Boulevard, City of Winter Haven, State of Florida, as its agent to
accept service of process within Florida.

Mark P. Brocco
Corporate Officer

Title President

Date February 19, 2001

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Mark P. Brocco
Registered Agent

Date February 19, 2001

FILED
01 FEB 26 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA