

POL000001504



ACCOUNT NO. : 072100000032

REFERENCE : 192648 6099A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

FILED
2001 JUN 20 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 20, 2001

ORDER TIME : 12:21 PM

ORDER NO. : 192648-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
Moyle Flanigan Katz Raymond
& Sheehan, P.a.
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33401

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 20 PM 12:45
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: ASHFORD FURNISHINGS, INC.

EFFECTIVE DATE:

900004432899--6

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

ef 6/20/01

ARTICLES OF INCORPORATION
OF
ASHFORD FURNISHINGS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following 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 of Corporation

The name of this Corporation shall be ASHFORD FURNISHINGS, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 60 Spanish River Drive, Ocean Ridge, Florida 33435.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.

- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
Preemptive Rights

Every Shareholder, upon the sale for cash 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 VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Wilton L. White, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Cristina Keogh	60 Spanish River Drive Ocean Ridge, Florida 33435
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ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

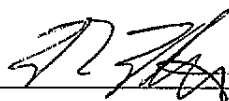
ARTICLE X
Indemnification

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

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Wilton L. White, 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 19th day of June, 2001.

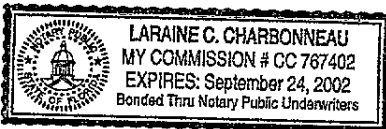


Wilton L. White

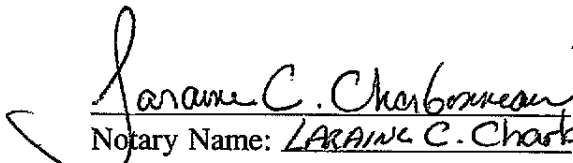
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of June, 2001, by
Wilton L. White, as Incorporator of ASHFORD FURNISHINGS, INC., on behalf of the
Corporation, and he is personally known to me or has produced N/A
as identification and did take an oath.




(NOTARY STAMP)



Notary Name: LARAINC C. Charbonneau
Notary Public
Serial (Commission) Number _____
(if any) _____

I hereby accept appointment as Registered Agent of ASHFORD FURNISHINGS, INC. as
provided in Article VII, hereof.



Wilton L. White, Esq.
Registered Agent