

SHEARD FURNITURE SALES, INC.

3810 WOOD AVENUE
MIAMI, FLORIDA 33133

E-mail: huggett_sheard@bellsouth.net

PHONE 305-666-2911

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October 3, 2001

Division of Corporations
New Corporation Filing
PO Box 6327
Tallahassee, FL 32314

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-10/11/01-01070-001
*****78.75 *****78.75

RE: Sheard Furniture Sales, Inc.

Dear Sirs,

Enclosed please find the following items:

1. Two original executed Articles of Incorporation for the above referenced Corporation.
2. Two original executed notice of registered agent with respect to said corporation.
3. Check in the amount of \$78.75 representing payments for:

a. Filing fee.	\$70.00
b. Certified original of Articles.	\$ 8.75
Total Check amount.	\$78.75

Sincerely,

Laura Sheard
President

FILED
OCT 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN OCT 12 2001

ARTICLES OF INCORPORATION
OF
SHEARD FURNITURE SALES, INC.

FILED
01 OCT 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be SHEARD FURNITURE SALES, INC.

ARTICLES II. DURATION

The corporation shall have a perpetual existence.

ARTICLE III. CORPORATE PURPOSE

The general nature of the business to be transacted by the corporation may be any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to the following;

To perform the primary services of a furniture and accessories wholesale and retail dealer, interior design, and consulting business in Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 3810 Wood Avenue, Miami, Florida 33133 and the initial registered agent of this corporation at such office shall be Laura Sheard, who upon accepting this designation agrees to comply with the provisions of Section 48-091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors and Officers shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholder, but in no case shall the number of directors be less than one nor more than five.

The names and addresses of the directors constituting the initial Boars of Directors are:

1. Laura Sheard, President and Director - 3810 Wood Ave. Miami, Fl. 33133
2. Gwen Toro, Vice President - 3810 Wood Ave. Miami, Fl. 33133
2. Kenneth H Sheard, Secretary and Director - PO Box 332162, Miami, Fl. 33133.

ARTICLE VII. PRINCIPLE PLACE OF BUSINESS

The place of business shall be 3810 Wood Ave., Miami, Fl. 33133. The Board of Directors may vote to change the place of business from time to time.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Laura Sheard, 3810 Wood Ave., Miami, Fl. 33133, phone 305-666-1842.



Laura Sheard, incorporator

STATE OF FLORIDA

SS

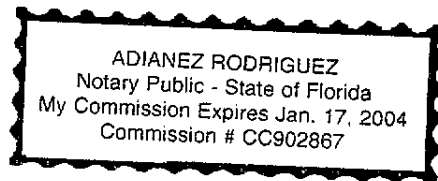
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared LAURA SHEARD to me known to be the person described in and who subscribed his/her name to the foregoing ARTICLES OF INCORPORATION for the purpose therein expressed.

WITNESS my hand and official seal in the aforesaid County and State this 5 day of October, 2001.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at the place designated in the Articles of Incorporation, Laura Sheard, agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated:

10/6/01

Laura Sheard

Registered Agent

FILED
01 OCT 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA