

Alisa W. James  
Also Admitted  
MLC/Virginia  
enclosure

Monica L. Cothran  
Also Admitted  
Alabama, Georgia &  
Texas

James & Cothran Chartered  
Attorneys and Counsellors at Law

Phone  
850 785-6187

Fax  
850 785-6188

Email  
attorney@digitalexp.com

1004 Jenks Avenue, Panama City, FL 32401

PO1000104443

October 24<sup>th</sup>, 2001

000004654710--5  
-10/26/01--01035--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SECRETARY OF STATE,  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
(850) 488-9000

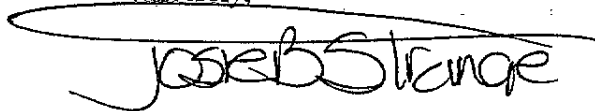
RE: THE McDONNELL GROUP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$87.50, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,



Josie B. Strange, Legal Assistant to:  
Monica L. Cothran, Esq.

/jbs  
Enclosures: As stated

FILED  
01 OCT 26 AM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. H. H. H.

OCT 29 2001

**ARTICLES OF INCORPORATION**

**OF**

**THE McDONNELL GROUP, INC.**

**FILED**

**01 OCT 26 AM 4: 07**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

**ARTICLE ONE**

The name of the corporation is **The McDonnell Group, Inc.**

**ARTICLE TWO**

**Corporate Duration**

The duration of the corporation is perpetual.

**ARTICLE THREE**

**Purpose or Purposes**

The general purposes for which the corporation is organized are:

1. Furniture clearance centers.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

**Capitalization**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE**  
**Registered Office and Agent**

The street address and mailing address of the initial registered office of the corporation is **1318 Harbour Way, Panama City Beach, FL 32407**, and the name of its initial registered agent at such address is **Christopher McDonnell**. The principal place of business is the same as the registered office.

**ARTICLE SIX**  
**Directors**

The number of directors constituting the initial board of directors of the corporation is 2. The name and address of each person who is to serve as a member of the initial board of directors is:

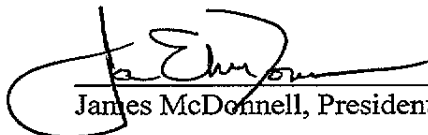
<u>Name</u>	<u>Address</u>
Christopher McDonnell	1318 Harbour Way Panama City Beach, FL 32407
James McDonnell	301 MoonLight Bay Panama City Beach, FL 32411

**ARTICLE SEVEN**  
**Incorporators**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Christopher McDonnell	1318 Harbour Way Panama City Beach, FL 32407
James McDonnell	301 MoonLight Bay Panama City Beach, FL 32411

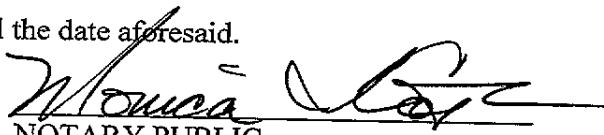
Executed by the undersigned on this 23<sup>rd</sup> day of October, 2001.

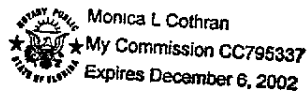
  
James McDonnell, President

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 23<sup>rd</sup> day of October, 2001, personally appeared **James McDonnell** to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FL Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

FILED

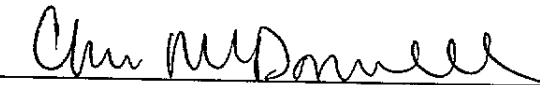
01 OCT 26 AM 4: 07

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is THE McDONNELL GROUP, INC.
2. The name and address of the registered agent and office is:

Christopher McDonnell  
1318 Harbour Way  
Panama City Beach, FL 32407

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.

  
Christopher McDonnell, Registered Agent