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LAW OFFICES OF
JACQUELINE A. SALCINES, P.A.

JACQUELINE A. SALCINES

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November 12, 2001

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*****78.75 *****78.75

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: USA Grandmart Furniture of America, Inc.

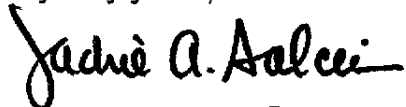
Dear Sir or Madam:

Enclosed please find the following for incorporation of the above-referenced corporation:

- 1) Articles of Incorporation
- 2) Firm Check in the amount of \$78.75

Thank you for your anticipated cooperation in this matter.

Very truly yours,


Jaqueline A. Salcines

Enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 21 2001

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**ARTICLES OF INCORPORATION
OF
U.S.A. GRANDMART FURNITURE OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is U.S.A. GRANDMART FURNITURE OF AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3037 Southwest 21st Street, Miami, Florida 33145, and the name of the initial Registered Agent of this Corporation is Jacqueline A. Salcines, Esq. The principal place of business is: 2899 Collins Avenue, #637, Miami Beach, Florida 33140.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS**

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

L. Rodriguez	President/Secretary/Director
M. Gonzalez	Vice President/ Treasurer/Director
B. Rodriguez	Director

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Lazaro Rodriguez

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X – SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12th day of November, 2001.

I

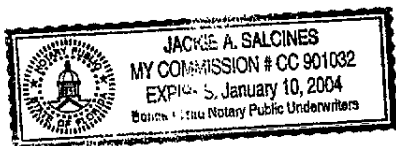

Lazaro Rodriguez
Incorporator


STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

This foregoing instrument was acknowledged before me this 12th day of November, 2001 by Lazaro Rodriguez, as incorporator for U.S.A. GRANDMART FURNITURE OF AMERICA, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced _____ as identification and who (did/did not) take an oath.



NOTARY PUBLIC:
sign: 
print: Jackeline A. Salcines
State of Florida at Large
My Commission Expires:

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

IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


FIRST, THAT U.S.A . GRANDMART FURNITURE OF AMERICA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JACQUELINE A. SALCINES, ESQ. AS REGISTERED AGENT, LOCATED AT 3037 S.W. 21ST STREET, MIAMI, FLORIDA 33145 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 2899 COLLINS AVENUE, #637, MIAMI BEACH, FLORIDA 33140.

SIGNATURE: _____


Lázaro Rodríguez
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: _____


Jacqueline A. Salcines, Esq.
As Resident Agent

DATED: NOVEMBER 12th, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA