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LAW OFFICES OF
ALLEN DAVID STOLAR
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December 3rd, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/07/01--01018--018
*****78.75 *****78.75

RE: RICHARD FAGAN ASSOCIATES, INC.

To Whom It May Concern:

Enclosed, herewith, please find an original and one copy of the Articles of Incorporation for the captioned corporation. Further, I am enclosing my check in the amount of \$78.75, which represents the following fees:

(a.) Filing Fee	\$35.00
(b.) Certified Copy	8.75
(c.) Registered Agent Fee	35.00

Total: \$78.75

Please file the original Articles of Incorporation and return a certified copy of same to the undersigned.

Your prompt attention to this matter will be appreciated.

Cordially yours,


ALLEN D. STOLAR

ADS:mfd
enclosures: as stated

FILED
01 DEC -7 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q. BULLOCK DEC 07 2001

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ARTICLES OF INCORPORATION

OF

RICHARD FAGAN ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME and MAILING ADDRESS

The name of the corporation shall be:

RICHARD FAGAN ASSOCIATES, INC.

and its principal office and mailing address is:

7120 Lombardy Street
Boynton Beach, FL 33437

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be:

SECTION I: To represent furniture manufacturers and to buy and sell all types of furniture.

SECTION II: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION III: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in this state or throughout the United States and elsewhere.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time, shall be 1,000 shares of Five (\$5.00) Dollars par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

RESTRICTIVE STOCK AGREEMENTS

Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

ARTICLE VI

ADDITIONAL POWERS

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock, may be issued and disposed of pursuant to resolution

of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VII

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

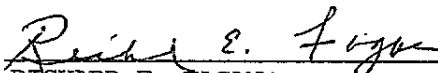
INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent and registered office is as follows:

RICHARD E. FAGAN
7120 Lombardy Street
Boynton Beach, FL 33437

Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


RICHARD E. FAGAN

ARTICLE IX

INITIAL BOARD OF DIRECTORS

SECTION I: The number of Directors constituting the initial Board of Directors is 2.

SECTION II: The name and address of each of the members of the first Board of Directors is as follows:

RICHARD E. FAGAN
7120 Lombardy Street
Boynton Beach, FL 33437

SARALYN FAGAN
7120 Lombardy Street
Boynton Beach, FL 33437

SECTION III: The number of Directors may be increased or diminished from time to time in accordance with the By-Laws.

ARTICLE X

RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted, subject to this reservation.

ARTICLE XII

INCORPORATORS

The names and addresses of each of the subscribers to these Articles of Incorporation and the number of shares of stock which each agrees to take are:

