

CYPRESS FINANCIAL

13340 West Colonial Drive, Suite 220

Winter Garden, Florida 34787

P02000036829

March 28, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000005176850--5
-03/29/02--01042--021
*****78.75 *****78.75

Re: Articles of Incorporation - Southern Living Furniture, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation for filing. Also enclosed is check in the amount of \$78.75 representing payment as follows:

Fee for filing Articles	\$35.00
Designation of Registered Agent	\$35.00
Certified copy of Articles	\$ 8.75
TOTAL	\$78.75

If you have any difficulties filing these Articles or need any additional information, please contact me at (407) 654-4336. Thank you in advance for your assistance.

Very truly yours,



Eric C. Reinhardt
President

ECR/ns
Enclosure

FILED
02 MAR 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(800) 559-4336

(407) 654-4336

Fax (407) 654-2887

A division of BBR Financial Services, Inc.

04-04-020 ✓

**ARTICLES OF INCORPORATION
OF
SOUTHERN LIVING FURNITURE, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

Name. The name of this corporation is: **SOUTHERN LIVING FURNITURE, INC.**

ARTICLE II

Street Address. The street address of this corporation is: 13032 West Colonial Drive, Winter Garden, Florida 34787.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Authorized Shares. This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 13032 West Colonial Drive, Winter Garden, Florida 34787 and the name of the initial registered agent of the corporation at that address is Alan P. Gioia.

ARTICLE VI

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

Name	Address
Alan P. Gioia	13032 West Colonial Drive Winter Garden, Florida 34787

ARTICLE VII

Incorporator. The name and street address of the incorporator signing these Articles is:

Name	Address
Alan P. Gioia	13032 West Colonial Drive Winter Garden, Florida 34787

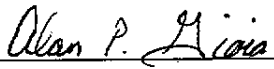
ARTICLE VIII

Amendment to Articles. These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

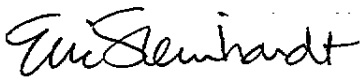
IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 28 day of March, 2002.



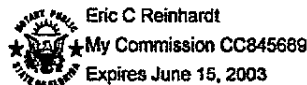
Alan P. Gioia

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared Alan P. Gioia, to me well known and known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.



Name: Eric C. Reinhardt
Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Southern Living Furniture, Inc. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 13032 West Colonial Drive, Winter Garden, Florida 34787, has named Alan P. GioiaEric C. Reinhardt located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping open said office.

By: Alan P. Gioia
Registered Agent

Date: March 28, 2002