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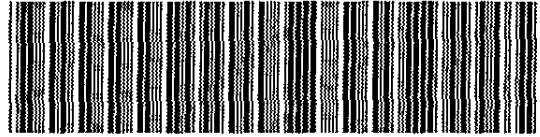
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 10/29

February 11, 2002

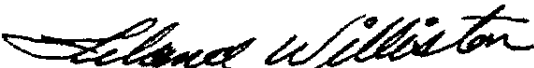
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Bare-Lee Used Furniture & Accessories, INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$78.75 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Bare-Lee Used Furniture & Accessories, INC., is appreciated.

Respectfully,


Leland Williston
Secretary

ARTICLES OF INCORPORATION

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OF

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Bare-Lee Used Furniture & Accessories, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Bare-Lee Used Furniture & Accessories, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) at the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 4099 Daisy Drive, Hernando Beach, FL, 34607 and the name of its initial registered agent at such address is Barbara Williston.

ARTICLE SEVEN

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE EIGHT

The number of directors constituting the initial board of directors is three, and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Kevin Goodman	President 350 Upland Drive, Spring Hill, FL 34606
Barbara Williston	Vice President/Treasurer 4099 Daisy Drive, Hernando Beach, FL 34607
Leland Williston	Secretary 4099 Daisy Drive, Hernando Beach, FL 34607

ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The names and addresses of each incorporator are:

Kevin Goodman	350 Upland Drive, Spring Hill, FL 34606
Barbara Williston	4099 Daisy Drive, Hernando Beach, FL 34607
Leland Williston	4099 Daisy Drive, Hernando Beach, FL 34607

ARTICLE ELEVEN

The names and addresses of each subscriber and number of shares of stock each agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Kevin Goodman	350 Upland Drive Spring Hill, FL 34606	10
Barbara Williston	4099 Daisy Drive Hernando Beach, FL 34607	10
Leland Williston	4099 Daisy Drive Hernando Beach, FL 34607	10

ARTICLE TWELVE

The principal office of the corporation shall be located at 4099 Daisy Drive, Hernando Beach, FL 34607. This location also serves as the address for the registered agent.

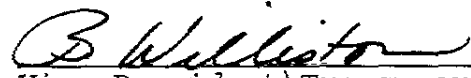
IN WITNESS WHEREOF, I have hereunto set my hand and seal this

18 day of OCT, 2002.

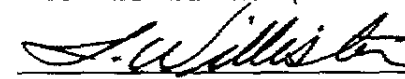
Signed, sealed and delivered by:



President



Vice President/Treasurer



Secretary

STATE OF FLORIDA

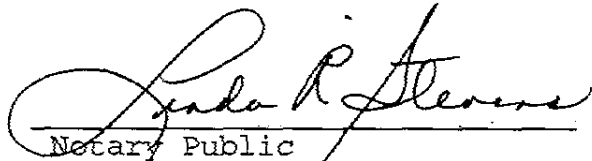
COUNTY OF Hernando

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Kevin Goodman, Barbara Williston and Leland Williston** to me known to be the persons described in or produced Drivers License as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

Witness my hand and official seal in the County and State last aforesaid this 18th day of October, A.D. 2002.



SEAL:



Notary Public

My Commission Expires: 5-15-2004

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, 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.

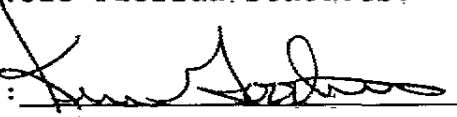
1. The name of the Corporation is :
Bare-Lee Used Furniture & Accessories, Inc.
2. The name and address of the registered agent and office is: Barbara Williston, 4099 Daisy Drive, Hernando Beach, FL 34607.

Signature: 

Title: PRESIDENT

Date: Oct 18, 2002

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: 

Date: Oct 18, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA