

**Electronic Articles of Incorporation
For**

P03000062609
FILED
June 06, 2003
Sec. Of State

LAY-Z-BOY, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

LAY-Z-BOY, INC.

Article II

The principal place of business address:

THE KRESS BUILDING, SUITE M-4
475 CENTRAL AVENUE
ST. PETERSBURG, FL. US 33701

The mailing address of the corporation is:

THE KRESS BUILDING, SUITE M-8
475 CENTRAL AVENUE
ST. PETERSBURG, FL. US 33701

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000

Article V

The name and Florida street address of the registered agent is:

ERNEST L MASCARA
THE KRESS BUILDING, SUITE M-8
475 CENTRAL AVENUE
ST. PETERSBURG, FL. 33701

I certify that I am familiar with and accept the responsibilities of registered agent.

**P03000062609
FILED
June 06, 2003
Sec. Of State**

Registered Agent Signature: ERNEST L. MASCARA

Article VI

The name and address of the incorporator is:

ERNEST L. MASCARA
THE KRESS BUILDING, SUITE M-8
475 CENTRAL AVENUE
ST. PETERSBURG, FL 33701

Incorporator Signature: ERNEST L. MASCARA

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PVST
PAUL HAUSMAN
475 CENTRAL AVENUE, SUITE M-4
ST. PETERSBURG, FL. 33701 US