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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Bellagio Furniture Industries, Inc.

| | |
|-----------------------|---------|
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Bellagio Furniture Industries, Inc.

Article II. Address

The Corporation's mailing address is:
Bellagio Furniture Industries, Inc.
1059 SW 122nd Avenue
Pembroke Pines FL 33025

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Jesus Amaya

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131
305-789-9354

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 5, 2003.

The undersigned incorporator executed these Articles of Incorporation on September 5, 2003.



STROOCK & STROOCK & LAVAN LLP

by D. Stout as attorney-in-fact

Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131
305-789-9354

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

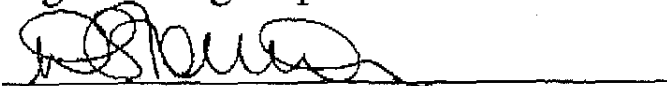
CORPORATION:

Bellagio Furniture Industries, Inc.

REGISTERED AGENT/OFFICE:

**Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**STROOCK & STROOCK & LAVAN LLP
by D. Stoutt as attorney-in-fact**

Date: September 5, 2003

**Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd.
Suite 3160
Miami FL 33131
305-789-9354**

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