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ARTICLES OF INCORPORATION

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OF

SECHLILLY STATE TALLAHASSI E. FLORIDA

C & C FURNITURE WAREHOUSE, INC.

ARTICLE I - NAME

The name of this corporation is C & C FURNITURE WAREHOUSE, INC.

ARTICLE II - PURPOSES

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be encorporated under the Florida Corporation Act.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be sixty (60) shares of common stock having no par value per share.

Each share of capital stock shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors. They may be paid for in cash or other property, or in labor or services actually performed for the corporation.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT, PRINCIPLE OFFICE

The street address of its initial registered office is 505 S. Dixie Hwy., Pompano Beach, FL 33060, and the name of its initial registered agent at such address is Stanley Merson.

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

ARTICLE V- BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) member. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary and Treasurer, and such other offices and assistant officers as the Board of Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws of the directors by appropriate resolution.

ARTICLE VI ~ INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), whose names and addresses are:

Stanley Merson

505 S. Dixie Hwy.

Pompano Beach, FL 33060

ARTICLE VII – BYLAWS

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the stockholders, except as otherwise provided in the Bylaws.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Stanley Merson

505 S. Dixie Hwy.

Pompano Beach, Florida 33060

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, executes these Articles of Incorporation, and certifies to the truth of the facts herein stated this

2.7 Day of October

Stanley Merson

STATE OF FLORIDA

County of

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgements, personally appeared the above subscriber, who, after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS, my hand and the official seal at County, Florida, this 27 Day of October, 2003

Notary Public, State of Florida

My Commission Expire

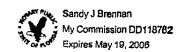
Sandy J Brennan My Commission DD118762

STATE OF FLORIDA COUNTY OF BROWARD

Before we remailly appeared Stapley Merson to me well larger and known to me to be the person de and and who executed the foregoing insa FDL M625 785373220

s hand and official seal, this

Oct 27,2003



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That C & C Furniture Warehouse, Inc. desiring to organize under the laws of the State of Florida with its principal office at the City of Pompano Beach, County of Broward, State of Florida, has named Stanley Merson, located at 505 S. Dixie Hwy., Pompano Beach, Florida 33060, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT (Must be Signed by Designated Agent)

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

Registered Agent -- Stanley Merson

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