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LAW OFFICES
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PROFESSIONAL ASSOCIATION
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March 26, 2004

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

RE: PAYLESS FURNITURE DISTRIBUTORS, INC.

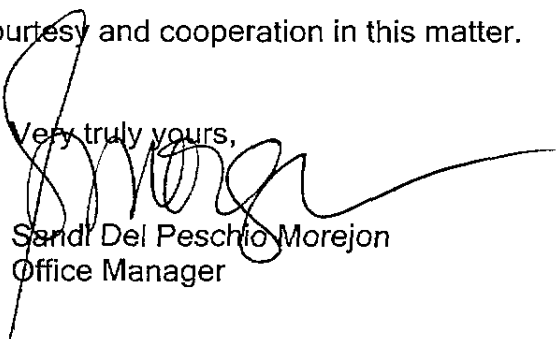
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for **PAYLESS FURNITURE DISTRIBUTORS, INC.**, along with a check in the amount of \$78.75, payable to the Department of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,


Sandi Del Peschio Morejon
Office Manager

/sdm
Enclosures

ARTICLES OF INCORPORATION
OF
PAYLESS FURNITURE DISTRIBUTORS, INC.

FILED
04 MAR 29 PM 3:06
CLERK OF SUPERIOR COURT
MIAMI, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: PAYLESS FURNITURE DISTRIBUTORS, INC.. The principal place of business of this corporation shall be at 2260 SW 30th Avenue, Pembroke Park, FL 33009.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

Oscar Pilpel

ADDRESS

2260 SW 30th Avenue
Pembroke Park, FL 33009

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

NAME

ADDRESS

OSCAR PILPEL
President

2260 SW 30th Avenue
Pembroke Park, FL 33009

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Oscar Pilpel, 2260 SW 30th Avenue, Pembroke Park, FL 33009.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

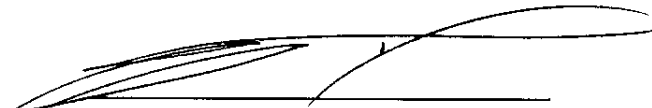
<u>NAME</u>	<u>ADDRESS</u>
Oscar Pilpel	2260 SW 30 th Avenue Pembroke Park, FL 33009

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 26 day of MARCH, 2004.


OSCAR PILPEL
SUBSCRIBER

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared OSCAR PILPEL, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida this 26 day of MARCH, 2004.



Steven H. Rothstein
Commission # CC 954907
Expires Aug. 28, 2004
Bonded Through
Atlantic Bonding Co., Inc.



Notary Public, State of Florida

My Commission Expires:

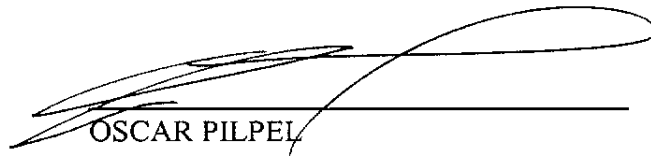
STEVEN H. ROTHSTEIN

Print Name of Notary Public

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

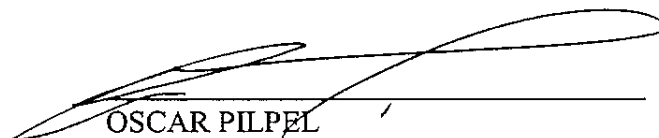
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT PAYLESS FURNITURE DISTRIBUTORS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT, 2260 SW 30th AVENUE, PEMBROKE
PARK, FL 33009, HEREBY NAMES OSCAR PILPEL AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA.



OSCAR PILPEL

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.



OSCAR PILPEL
REGISTERED AGENT
DATED: 03/26/01