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TALLAHASSEE, FLORIDA

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(1932-2002)

226 PALAFOX PLACE  
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PENSACOLA, FLORIDA 32501

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32598-1831

February 11, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

We enclose the original and one copy of Articles of Incorporation of **FACTORY DIRECT FURNITURE, INC.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$78.75 is enclosed for the required filing fee.

Thank you for your assistance.

Yours truly,

SHELL FLEMING DAVIS & MENGE

  
Fletcher Fleming

FF/kal  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**FACTORY DIRECT FURNITURE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of this corporation is FACTORY DIRECT FURNITURE, INC.

**ARTICLE II – PURPOSE**

This corporation is organized for the purpose of engaging in the retail home furniture business, and for the purpose of transacting any and all other lawful business permitted under the laws of the State of Florida.

**ARTICLE III – CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV – 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V – PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the corporation shall be:

FACTORY DIRECT FURNITURE, INC.  
955 East Nine Mile Road  
Pensacola, FL 32514

The Board of Directors may change the address from time to time to any other address in the State of Florida.

#### **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 226 S. Palafox Place, Seville Tower, 9<sup>th</sup> Floor, Pensacola, Florida 32502 and the name of the initial registered agent of this corporation at that address is Fletcher Fleming.

#### **ARTICLE VII – INITIAL OFFICERS AND DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director and officer of this corporation is:

Julia Ellis  
5028 Skylark Court  
Pensacola, FL 32505

Director/President/Secretary

#### **ARTICLE VIII – INCORPORATOR**

The name and address of the person signing these Articles is:

Fletcher Fleming  
226 S. Palafox Place  
Seville Tower, 9<sup>th</sup> Floor  
Pensacola, FL 32502

#### **ARTICLE IX – BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

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## **ARTICLE X – RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Director of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Director of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

## **ARTICLE XI – INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII – AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 2005.

Fletcher Fleming  
FLETCHER FLEMING

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared FLETCHER FLEMING, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of February, 2005.



Paula S. Hardoin  
My Commission DD318852  
Expires June 10, 2008

Paula S. Hardoin  
Notary Public  
My commission expires: 6/10/08

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FACTORY DIRECT FURNITURE, INC., at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: February 11, 2005

Fletcher Fleming  
FLETCHER FLEMING

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TALLAHASSEE, FL 32399