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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MANNY'S FURNITURE INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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DIVISION OF CORPORATIONS**ARTICLES OF INCORPORATION**

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**ARTICLE I - NAME**

The name and mailing address of this corporation shall be:

MANNY'S FURNITURE INC.  
5811 N.W. 198 Terrace  
Hialeah Florida 33015

**ARTICLE II - DURATION**

*This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.*

**ARTICLE III - PURPOSE**

*This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.*

**ARTICLE IV - CAPITAL STOCK**

*This corporation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.*

*Shares may be issued for such consideration as is determined from time to time by the stockholders.*

*This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.*

*The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.*

**ARTICLE V - 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,*

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shall have the right to purchase this 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5811 N.W. 198 Terrace, Hialeah, Florida 33015 and the name of the initial registered agent of this corporation at that address is LORENZA I. SANABRIA.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director (s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

| <u>Name</u>  | <u>Address</u>                                   |
|--|--|
| Lorenza I. Sanabria, President<br>(OWNER 100% OF SHARES) | 5811 N.W. 198 Terrace,<br>Hialeah, Florida 33015 |

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer, or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

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anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTOR

Any director on the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Name

Address

LORENZA I. SANABRIA, PRES.

5811 NW 198 Terrace,  
Hialeah FL 33015

#### ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

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be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII-POWERS


This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of MARCH of 2009.

  
\_\_\_\_\_  
LORENZA J. SANABRIA,  
PRESIDENT  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501,  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,  
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,  
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: \_\_\_\_\_  
MANNY'S FURNITURE INC.

2. The name and address of the Registered Agent  
and office is:

LORENZA I. SANABRIA

(NAME)  
5811 N.W. 198 Terrace

(P O Box or Mail Drop Box NOT Acceptable)  
Hialeah Florida 33015

(CITY/STATE/ZIP)

Having been named as Registered Agent and to  
accept service of process for the above state  
corporation at the place designated in this  
certificate, I hereby accept the appointment as  
Registered Agent and agree to act in this capacity.  
I further agree to comply with the provisions of  
all statutes relating to the proper and complete  
performance of my duties, and I am familiar with  
and accept the obligations of my position as --  
Registered Agent.



(SIGNATURE)  
LORENZA I. SANABRIA

March 9, 2009.

(DATE)

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