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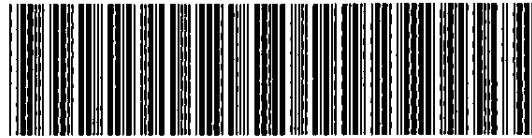
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 11 2010
D.A. WHITE

COVER LETTER

**TO: Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

SUBJECT: UNIVERSITY FURNITURE ONLINE, INC.

Enclosed is a original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy
(additional copy is enclosed) (additional copy is enclosed)

FROM:

George H. Gwynn
Williams, Gautier, Gwynn, DeLoach & Sorenson, P.A.
P.O. Box 4128
Tallahassee, FL 32315
850-386-3300
Email address: ggwynn@wggdlaw.com

For further information concerning this matter, please call:

Cindi Young
850-386-3300

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF INCORPORATION
OF
UNIVERSITY FURNITURE ONLINE, INC.**

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The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby files the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation shall be UNIVERSITY FURNITURE ONLINE, INC.

ARTICLE II - NATURE OF BUSINESS:

The general nature and purpose of the business to be conducted and transacted by the corporation is:

1. To sell furniture and other related products.
2. To hold, acquire, purchase, subscribe for, invest in, distribute, use, assign, transfer, mortgage, pledge, exchange, and sell or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any companies, corporations or associations, and to pay for them in whole or in part in cash or by exchanging for them stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the holder or owner of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect of them all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.
3. To aid either by loans or by guaranty of securities or in any other manner, any corporation, any shares of stock, or any bonds, debentures, evidences of indebtedness or other securities of which are held by this corporation or in which it shall have any interest, and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested.
4. To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, associations, corporations or other entities.
5. To purchase, acquire, lease, own, and enjoy intellectual property rights and any and all such other property, real and personal, as may be reasonably necessary for the carrying on of the business of the corporation.
6. To engage in any and all other lawful acts or activities which may be carried out by a corporation under the laws of the state of Florida or any other applicable government.
7. To do any or all things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts that may be necessary, profitable or expedient in carrying on any of the business of acts above named.

The intention is that none of the objects and powers hereinabove set forth, except where otherwise specified in this article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this article or any other article; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK:

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock with \$1.00 par value.

Authorized capital stock may be paid for in cash, services or property, or at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE V - INCORPORATOR:

The name and address of the incorporator(s) signing these Articles of Incorporation is:

Lyle McAlister
1600 Capital Circle SW
Tallahassee, FL 32310

ARTICLE VI - EFFECTIVE DATE:

These Articles of Incorporation shall be effective upon filing.

ARTICLE VII - AMENDMENTS:

The 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.

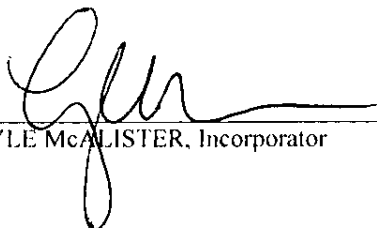
ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS:

The name and address of the initial registered agent is: Lyle McAlister, 1600 Capital Circle SW, Tallahassee, FL 32310.

ARTICLE IX - PRINCIPAL OFFICE:

The principal place of business shall be: 1600 Capital Circle SW, Tallahassee, FL 32310 and the mailing address of the corporation shall be P.O. Box 2497, Tallahassee, FL 32316.

The undersigned has executed these Articles of Incorporation as the incorporator this 10th day of February, 2010.




LYLE McALISTER, Incorporator (SEAL)

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

Pursuant to the provisions 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: UNIVERSITY FURNITURE ONLINE, INC.
2. The name and address of the registered agent and office is: Lyle McAlister, 1600 Capital Circle SW, Tallahassee, FL 32310.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



LYLE McALISTER
Date: February 10, 2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA