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ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL FURNITURE WHOLESALERS, INC.

PREPARED BY

KEVIN M. BURKE  
ATTORNEY AT LAW

1316 S.E. 31ST TERRACE,  
CAPE CORAL, FLORIDA 33904  
813-542-8838

FILED  
FEB -1 PM 9:00  
SECRETARY OF STATE  
FLORIDA

~~FEB 6 1995~~

FEB 3 1995 95B

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

SUBJECT: INTERNATIONAL FURNITURE WHOLESALERS, INC.

ENCLOSED IS AN ORIGINAL AND ONE ( 1 ) COPY OF THE ARTICLES OF INCORPORATION AND OUR CHECK  
FOR \$ ~~7500~~ \$78.75

*please return a certificate of status.*

FROM: KEVIN BURKE  
1316 S.E. 31ST TERRACE,  
CAPE CORAL, FLORIDA 33904  
813-542-8838

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INTERNATIONAL FURNITURE WHOLESALERS, INC.

**NOTE\*** PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION IS ALREADY  
TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL INTERNATIONAL FURNITURE WHOLESALERS, INC.  
AT 1-800-838-7711 AND THANK YOU.

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL FURNITURE WHOLESALERS, INC.**

FILED  
95 FEB -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION SHALL BE  
INTERNATIONAL FURNITURE WHOLESALERS, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

**ARTICLE III. PURPOSE**

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF WHOLESALE AND RETAIL FURNITURE AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

**ARTICLE IV. CAPITAL STOCK**

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 2500 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

**ARTICLE V. PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES ) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE: 2 (TWO). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

JORGE DONOSO, 1605 SERENITY LANE, SANIBEL, FLORIDA 33957

LYNN JOHANSEN, 1706 SANDY CIRCLE, CAPE CORAL, FLORIDA 33904

## **ARTICLE VIII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

## **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

11601 CLEVELAND AVENUE SUITE # 10, FT. MYERS, FLORIDA 33907

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

JAMES SALIVA

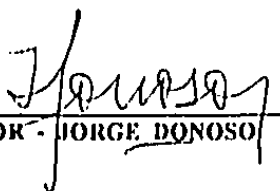
**ARTICLE X. INCORPORATOR**

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

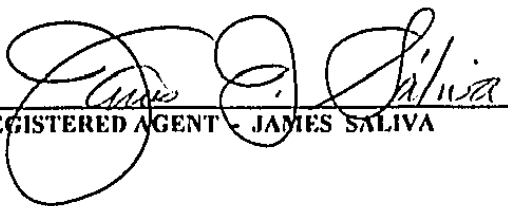
**JORGE DONOSO 1605 SERENITY LANE, SANIBEL, FLORIDA 33957**

**ARTICLE XI. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

  
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INCORPORATOR - **JORGE DONOSO**

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF INTERNATIONAL FURNITURE WHOLESALERS, INC., I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR INTERNATIONAL FURNITURE WHOLESALERS, INC.

  
\_\_\_\_\_  
REGISTERED AGENT - **JAMES SALIVA**