

MANUEL ZAIAC
ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 2350 ONE CENTRUST FINANCIAL CENTER
100 SOUTHEAST 2ND STREET
MIAMI, FLORIDA 33131
TELEPHONE 360-4580
FAX 374-6007

Feb 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Florida 32301

Gentlemen:

ENCLOSURE 1 FEB 15 1995
00714795 010177-019
****122.50 ****122.50

Enclosed is original and one copy of Articles of Incorporation of
ABRAHAM UPHOLSTERY CENTER, INC.

Also enclosed is a check in the sum of \$122.50 to cover charter tax,
filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

Manuel Zaiac
Manuel Zaiac

MZ:Ada

encls.

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ARTICLES OF INCORPORATION

OF

ABRAHAM UPHOLSTERY CENTER, INC.

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Article I - Name

The name of this corporation is:

Abraham Upholstery Center, Inc.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

To perform any and all services related to upholstery of all types.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of One 00/100 Dollar (\$ 1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - 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 VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

7774 West 2nd Court
Hialeah, Fla 33014

and the name of the initial registered ^{resident} agent of this corporation at that address is:

Juan José Martínez

Article VIII - Initial Board of Directors

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Juan José Martínez
7774 West 2nd Court
Hialeah, Fla 33014

Article IX - Incorporator

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

Juan José Martínez
7774 West 2nd Court
Hialeahk Fla 33014

Article X - Bylaws

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

Article XI - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

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

Article XIII - 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 subscriber has executed
these articles of incorporation this 10th day of February, 1995.

Juan José Martínez
Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) SS

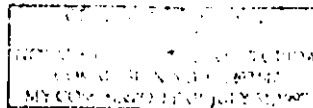
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Juan José Martínez

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that he executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 10th day of
February 1955.

MANUEL ZAIAC



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 Abraham Upholstery Center, Inc.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Mialeah
(CITY)

STATE OF Florida HAS NAMED Juan José Martínez
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 7774 West 2nd Court

(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Mialeah 33014, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Juan José Martínez

(CORPORATE OFFICER)

TITLE President

DATE February 10, 1995

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, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Juan José Martínez

(RESIDENT AGENT)

DATE February 10, 1995

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CLERK OF STATE
TALLAHASSEE, FLORIDA