

P95000014292
RUDOLPH M. DI LASCIO, JR., P.A.

5798 JOHNSON STREET
HOLLYWOOD, FLORIDA 33021

(305) 966-7466
FAX: (305) 966-3410

February 17, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ELITE CUSTOM FURNITURE, INC.

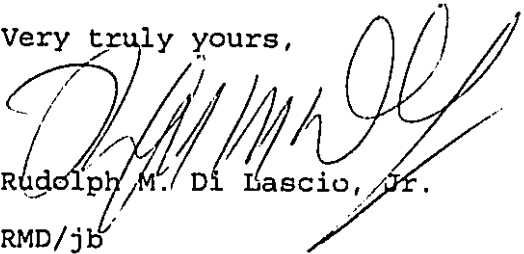
Gentlemen:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above referenced corporation. I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee, minimum taxes and the cost of one certified copy.

Please file the enclosed Articles and send the certificate along with the certified copy of the Articles of Incorporation to the office of the undersigned, attorney for ELITE CUSTOM FURNITURE, INC.

Thank you for your cooperation in this matter.

Very truly yours,



Rudolph M. Di Lascio, Jr.

RMD/jb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ELITE CUSTOM FURNITURE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be **ELITE CUSTOM FURNITURE, INC.**, and the principal place of business of this corporation shall be 1855 S.W. 4th Avenue, Space #B-20, Delray Beach, Florida 33444.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 4279 Hunting Trail, Lake Worth, Florida 33467, and the name of the initial Registered Agent of the Corporation at that address is: NICK PERROTTI.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

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 at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no more than two (2) Directors. The names and street addresses of the initial members of the Board of Directors are:

NICK PERROTTI

- 4279 Hunting Trail
Lake Worth, Florida 33467

MICHAEL W MAYERHOFER

- 190 S.W. 79th Avenue
Margate, Florida 33068

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

NICK PERROTTI	-	4279 Hunting Trail
President		Lake Worth, Florida 33467
Secretary and Treasurer		
 MICHAEL W. MAYERHOFER		
Vice-President	-	190 S.W. 79th Avenue
		Margate, Florida 33068

ARTICLE IX. 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 and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

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

NICK PERROTTI
4279 Hunting Trail
Lake Worth, Florida 33467

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 15 day of February, 1995.


NICK PERROTTI L.S.

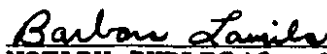
STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, personally appeared NICK PERROTTI, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced DRIVER LICENSE as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 15th day of February, 1995.


NOTARY PUBLIC BARBARA LANDER
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION # CC 318187
EXPIRES: October 12, 1997
Bonded Three Notary Public Underwriters

ACCEPTANCE OF DESIGNATION
AS
REGISTERED AGENT

FILED
95 FEB 20 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, NICK PERROTTI having been named the statutory agent of ELITE CUSTOM FURNITURE, INC. do hereby accept designation as Registered Agent, and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 15 day of February, 1995.


NICK PERROTTI