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ATLANTA, GA

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, Fla. 32301 (904) 636-0290
City State Zip Phone

SECURITY FEATURES
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CORPORATION(S) NAME

Brodstein's Fine Furniture of Florida, Inc.

- Profit - Subs.
- NonProfit
- Foreign
- Limited Partnership
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NANCY HENDRICKS MAR 23 1995

SILVER & VOIT

Attorneys At Law, P.C., 4317-A Midmont Drive, Mobile, Alabama 36688-5580 (FAX 334/343-0802) 334/343-0800

Irving Silver
Lawrence B. Voit
Barry L. Thompson
Thomas G. F. Landry

March 17, 1995

Corporate Records
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Release of Reserve Corporate Name - Bronstein's Fine Furniture of Florida, Inc.;
Letter Number 195A00006783; Our File LS-1545-5450

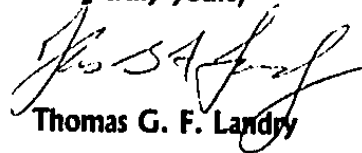
Gentlemen:

This letter is my authorization to release the reserved name "Bronstein's Fine Furniture of Florida, Inc." reservation number R95000000658, to C T Corporation System who will act as the Florida registered agent for said corporation.

If you require any further information from me to allow C T Corporation System to establish said corporation, please contact me.

Thank you for your assistance.

Very truly yours,



Thomas G. F. Landry

TGFL/plm

cc: Ms. Connie Bryan - CT Corporation System

**ARTICLES OF INCORPORATION
OF
BRONSTEIN'S FINE FURNITURE OF FLORIDA, INC.**

F-11.1
95 MAR 23 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of Bronstein's Fine Furniture of Florida, Inc., adopts the following Articles of Incorporation for Bronstein's Fine Furniture of Florida, Inc.:

ARTICLE I

NAME AND DURATION

1.0 The name of the corporation is Bronstein's Fine Furniture of Florida, Inc. and its duration shall be perpetual.

ARTICLE II

PURPOSES

2.0 The purpose or purposes for which Bronstein's Fine Furniture of Florida, Inc. is organized are:

2.1 To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes and objects stated in this Article, and to do all things incidental to them or connected with them that are not forbidden by law, by other laws or by these Articles of Incorporation; and

2.2 To engage generally in the business of buying, selling, dealing in and with household furniture, furnishings, carpets, rugs, beds, lamps, clocks, and household appliances of any and every kind; and in addition thereto Bronstein's Fine Furniture of Florida, Inc. shall be authorized and empowered to engage in any lawful business or enterprise of any kind or nature whatsoever.

ARTICLE III

CAPITAL STOCK

3.0 The aggregate number of shares which the corporation shall have authority to issue is 50,000 and the par value in dollars of each share shall be Ten (\$0.10) Cents. All of the authorized shares will be common stock, and none shall be preferred or stock of a different class.

ARTICLE IV

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

4.0 **Principal Office.** The address of the principal office of the corporation is 3401 North 12th Avenue, Pensacola, Florida, 32503.

4.1 **Registered Office and Registered Agent.** The address of the registered office is c, Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324 and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE V

INITIAL BOARD OF DIRECTORS

5.0 The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are Michael I. Bronstein and Kathy M. Bronstein both of 110 Jordan Lane, Mobile, Alabama, 36608.

ARTICLE VI

INCORPORATOR

6.0 The Incorporator of Bronstein's Fine Furniture of Florida, Inc. is Michael I. Bronstein, whose address is Michael I. Bronstein of 110 Jordan Lane, Mobile, Alabama, 36608.

ARTICLE VII

SPECIAL PROVISIONS

7.0 The following provisions shall be applicable to the regulation of the internal affairs of Bronstein's Fine Furniture of Florida, Inc.:

7.1 **Pre-emptive Rights.** The shareholders of Bronstein's Fine Furniture of Florida, Inc. shall have no pre-emptive rights to subscribe to any shares or additional issues of shares except shares issued for cash, the pre-emptive rights of shareholders to subscribe for issues for additional issues of shares, the purchase price of which shall be labor performed, services rendered, personal property, or real property, or leases thereof, is expressly denied.

7.2 **Provisions for Reserves.** The Board of Directors shall have the power, from time to time, by resolution to create a reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve or reserves in the same manner. Earned surplus to the extent so reserved shall not be available for the payment of dividends or other distributions by the corporation except as expressly permitted by law.

7.3 **Transactions in Which Directors Have an Interest.** Any contract or other transaction between Bronstein's Fine Furniture of Florida, Inc. and one or more of its directors, or between Bronstein's Fine Furniture of Florida, Inc. and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of Bronstein's Fine Furniture of Florida, Inc. that acts upon, or in reference to, the contract or transaction, and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

7.4 **Compensation of Directors.** The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve Bronstein's Fine Furniture of Florida, Inc. in any other capacity and receive compensation therefor in any form.

7.5 Right to Indemnification. Bronstein's Fine Furniture of Florida, Inc. shall indemnify any person made a party to any action, suit, or proceeding whether civil or criminal, by reason of the fact that said person, his or her testator or intestate is or was a director, officer, or employee of Bronstein's Fine Furniture of Florida, Inc. or of a corporation which he or she served in such capacity at the request of Bronstein's Fine Furniture of Florida, Inc. against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with any appeal in it. This right of indemnification shall not apply; to any action, suit, or proceedings, under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to Bronstein's Fine Furniture of Florida, Inc. of which he or she was director, officer, or employee; or in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right of indemnification conferred by this section shall not restrict the power of Bronstein's Fine Furniture of Florida, Inc. to make any indemnification permitted by law.

7.6 Limitation to Liability. No person shall be liable to Bronstein's Fine Furniture of Florida, Inc. for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director, officer, or employee of Bronstein's Fine Furniture of Florida, Inc. in good faith, if this person:

7.6.1 Reliance upon financial information: Relied upon financial statements of Bronstein's Fine Furniture of Florida, Inc. represented to him or her to be correct by the President or the officer of Bronstein's Fine Furniture of Florida, Inc. having charge of the books of account or stated of Bronstein's Fine Furniture of Florida, Inc. in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of Bronstein's Fine Furniture of Florida, Inc. or considered the assets to be of their book value; or

7.6.2 Reliance upon counsel: Relied upon the advice of legal counsel for Bronstein's Fine Furniture of Florida, Inc.

7.7 Removal of Directors. Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or the Code of By Laws, which may be adopted, the shareholders holding the majority of outstanding shares of Bronstein's Fine Furniture of Florida, Inc. may remove all or any of the directors or officers of Bronstein's Fine Furniture of Florida, Inc. before the expiration of their term or terms at any regular or special shareholders' meeting.

7.8 Surplus Earnings. Bronstein's Fine Furniture of Florida, Inc. may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors.

7.9 Claims against stock. Unless otherwise provided by the laws of the state in which Bronstein's Fine Furniture of Florida, Inc. is incorporated, Bronstein's Fine Furniture of Florida, Inc. shall be entitled to treat the person whose name any shares of its stock is registered as the owner thereof for all purposes, and shall not be required to recognize any equitable or other person, whether or not the corporation shall have notice thereof. Bronstein's Fine Furniture of Florida, Inc. shall have a lien on the shares of its capital owned by any shareholder for any debt or liability incurred by such shareholder before a notice of transfer or levy on such shares. All persons who shall acquire stock in Bronstein's Fine Furniture of Florida, Inc. shall acquire it subject to the terms and provisions of these Articles of Incorporation.

7.10 Stock Purchase Agreements. Bronstein's Fine Furniture of Florida, Inc. from time to time, may lawfully enter into any agreement to which all of the holders of record of issued and outstanding

shares of its capital stock shall be parties restricting the transfer of any or all of its capital stock, upon such terms and conditions as may be approved by the Board of Directors of Bronstein's Fine Furniture of Florida, Inc. provided that by brief but clear reference to such restrictions be stated upon each certificate representing such shares.

17th IN WITNESS WHEREOF, these Articles of Incorporation have been duly executed on this the day of March, 1996.

Michael I. Bronstein (SEAL)
Michael I. Bronstein/Incorporator

STATE OF ALABAMA
COUNTY OF MOBILE

Before me, the undersigned authority, personally appeared Michael I. Bronstein, whose name is signed to the within Articles of Incorporation as incorporator of Bronstein's Fine Furniture of Florida, Inc., and who acknowledged to me that he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 17th day of March, 1996.

Thomas G. F. Landry
NOTARY PUBLIC



Official Notary Public Seal
Thomas G. F. Landry
State of Alabama at Large
Principal Office in Mobile, Ala.

[AFFIX SEAL HERE]

ACCEPTANCE BY REGISTERED AGENT

C T Corporation System, being named as the Registered Agent in ARTICLE IV on Page 1 hereof do herewith accept such designation and agree to serve as Registered Agent for Bronstein's Fine Furniture of Florida, Inc.

C T CORPORATION SYSTEM

By Connie Bryant
CONNIE BRYANT
SPECIAL ASSISTANT SECRETARY