

March 23, 1995

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

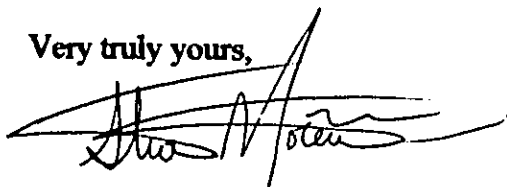
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Dear Secretary of State;

This letter is a request to register a new corporation in the State of Florida. The new corporation's name will be ATLANTIS UPHOLSTERY SUPPLIES, INC.

Enclosed is the Articles of Incorporation and filing fee of \$122.50.

Very truly yours,



Steven Nocerini
6355 S.W. 28th Street
Miami, Florida 33155
(305)662-2415

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
ATLANTIS UPHOLSTERY SUPPLIES, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the corporation is: ATLANTIS UPHOLSTERY SUPPLIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 each, and shall be designated "common shares"

ARTICLE V - SHAREHOLDERS HOLDINGS

The number of common shares initially held are:

5,000 shares of common stock STEVEN NOCERINI

5,000 shares of common stock STEVEN LIDA

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price per share at which it is offered to others based on cash value or fair market value of property involved in the sale.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT & CORPORATE PRINCIPLE OFFICE

The street address of the initial registered office and corporation's principle mailing address are the same, and is: 6355 S.W. 28TH STREET, MIAMI, FLORIDA 33155 and the name of the initial registered agent of this corporation at that address is STEVEN NOCERINI

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time through the By-Laws, but shall never be less than one. The names and addresses of the directors of the corporation are: STEVEN LIDA 12660 S.W. 89 AVE MIAMI, FLORIDA, 33176 and STEVEN NOCERINI 6355 S.W. 28TH STREET, MIAMI, FLORIDA, 33155.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: STEVEN NOCERINI, 6355 S.W. 28TH STREET, MIAMI, FLORIDA, 33155.

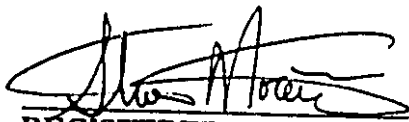
ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - AMENDMENT

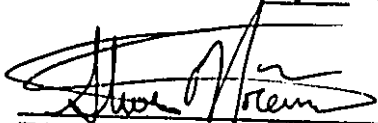
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 23 day of March, 1995.



INCORPORATOR AND REGISTERED AGENT

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CLERK OF STATE
OFFICE OF CORPORATIONS
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