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CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 570369 6074A

AUTHORIZATION : *Patricia Pjuto*

COST LIMIT : \$ 122.50

ORDER DATE : April 12, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 570369

CUSTOMER NO: 6074A

CUSTOMER: Robert E. Ferris, Jr., Esq
GUSTAFSON STEPHENS FERRIS
FORMAN & KNIGHT

540 Northeast Fourth Street
Fort Lauderdale, FL 33301

100001454861

DOMESTIC FILING

NAME: ROMEO FURNISHINGS & DESIGNS,
INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *APR 12 1995*

BSB

ARTICLES OF INCORPORATION
OF
ROMEO FURNISHINGS & DESIGNS, INC.

FILED
05 APR 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ROMEO FURNISHINGS & DESIGNS, INC.

Article II - Duration

The corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted under the provisions of Chapter 607, Florida Statutes, or any of the other Statutes of the State of Florida applying thereto.

Article IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of the Five Dollar (\$5.00) par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Principal Office of Corporation

The name and address of the initial principal office of corporation are as follows:

Initial Principal Office:

153 N.E. 40th Street
Miami, Florida 33137

Article VII - Registered Office for Service of Process
and Name of Registered Agent

Registered Agent: RICHARD J. SCHILLING, JR.

Registered Office: 3012 N.E. 21st Street
Fort Lauderdale, Florida 33305

Article VIII - Initial Board of Directors

The business of this corporation shall be initially conducted by a Board of Directors of not less than one (1) Director, nor more than five (5) Directors, who shall be elected annually; however, the exact number of Directors from time to time shall be fixed by the Directors of this Corporation and may be increased or decreased so long as there shall always be not less than one director.

Article IX - First Board of Directors

The name and post office address of the first Board of Directors of this corporation who shall hold office until their successors are elected and have qualified are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|----------------|--|--------------|
| ROMEO TRUJILLO | 130 Mendoza, #11 Coral Gables, FL 33134 | |

Article X - Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| ROMEO TRUJILLO | 130 Mendoza, #11 Coral Gables, FL 33134 |

Article XI - Special Provisions

Special provisions for the regulations of this corporation are:

1. The annual meeting of the Stockholders and Directors of this corporation shall be fixed by the Bylaws.
2. Any meeting of the Stockholders or Board of Directors may

be held either within or without the State of Florida, without notices, by the written consent of all the Stockholders or Directors, as the case may be.

3. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board may deem necessary. Any one person may hold two of said offices, provided, however, that the president shall not hold the office of the secretary.

4. The Directors/Stockholders of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, building or any other item of real or personal property of value to the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers, and upon the present and future stockholders of the corporation.

5. The Directors/Stockholders of the corporation are specifically empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

Article XII - Contracts

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors

of the corporation are pecuniarily or otherwise interested in, or are Directors of or officers of such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

Article XIII - Directors and Officers Indemnification

1. The Corporation shall indemnify each director or officer of the Corporation against expenses (including attorney's fees), judgments, taxes, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such director or officer in connection with defending any threatened, pending or

completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if such director's or officer's duties to the Corporation also impose duties on or otherwise involve services by such director or officer of the plan or to participants in or beneficiaries of the plan. The Corporation shall pay or reimburse expenses (including attorney's fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, action of shareholders of disinterested directors, or otherwise, both as to action in such director's or officer's official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such person in that capacity or arising from such person's status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify such person against the same liability under the provisions of this Article.

Any repeal or modification of this Article by the Board of Directors or shareholders of the corporation shall not adversely affect any right or protection of a director or officer of the Corporation under this Article with respect to any act or omission occurring prior to the time of such repeal or modification.

2. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such Director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

Article XIV - Elimination of Certain
Liability of Directors and Officers

A director or officer of the Corporation shall not be personally liable to the Corporation, its shareholders or to persons dealing with the Corporation for monetary damages for breach of such director's or officer's duties as a director or officer, provided that this provision shall not eliminate or limit the liability of a director or officer for the following: (i) for any transaction in which the director's or officer's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director or officer to be a violation of law; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited by Section 607.0834 Florida Statutes; or (iv) for any transaction from which the director or officer derived an improper personal benefit. This Article shall continue to be applicable with respect to any such breach of duties by a director or officer of the Corporation as a director or officer notwithstanding that such director or officer thereafter ceases to be a director or officer and shall inure to the personal benefit of such director's or officer's heirs, executors and administrators.

Article XV - By-Laws

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

Article XVI - Amendments

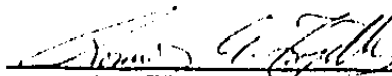
Amendments to these Articles of Incorporation may be made by

a majority vote of all of the Directors of the corporation and by a majority vote of the stockholders.

Article XVII - 1244 Stock

This Corporation is formed and organized pursuant to a plan specified and adopted under Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 1995.



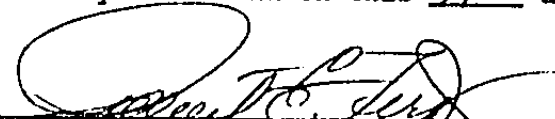
ROMEO TRUJILLO, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

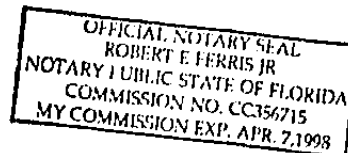
BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above, personally appeared Romeo Trujillo, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid on this 11th day of April, 1995.



Notary Public - State of Florida

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the following is submitted in compliance with said Sections:

ROMEO FURNISHINGS & DESIGNS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named RICHARD J. SCHILLING, JR., located at 3012 N.E. 21st Street, Fort Lauderdale, Florida 33305, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.


RICHARD J. SCHILLING, JR.,
Registered Agent

STATE OF FLORIDA

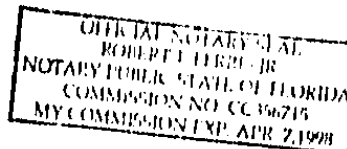
COUNTY OF BROWARD

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared ROBERT E. FERRIS, JR., to me well known to be the Registered Agent in and who executed the foregoing Certificate and he acknowledged to me and before me that he executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereby set my hand and official seal in the State and County aforesaid this 11 day of April, 1995.


Notary Public

My Commission Expires:



P95000028811

LAW OFFICES

GUSTAFSON, STEPHENS, FERRIS, FORMAN & KNIGHT, P.A.

ROBERT E. FERRIS, JR.
PETER J. FORMAN
JOSEPH R. GUSTAFSON
JEROME L. KNIGHT
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OF COUNSEL
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ROBERT B. MCCORMACK
V.J. VOORHEES

*ALSO MEMBER CONNECTICUT BAR
*ALSO MEMBER COLORADO BAR
*ALSO MEMBER LOUISIANA BAR
*ALSO MEMBER MICHIGAN BAR

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(305) 463-8000
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April 21, 1995

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

Re: Romeo Furnishings & Designs, Inc.
Documentation Number: P95000028811
Our File No.: 950130

Gentlemen:

Our law firm represents the above referenced corporation.
Please mark your records to reflect that the new principal office
of the corporation is:

100 Northeast 40th Street
Miami, Florida 33137

All mailings by your department should be sent to this new
address. Thank you for your cooperation.

Sincerely,


Robert E. Ferris, Jr.
For the Firm

REF/gb

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TW-26-95