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LAW OFFICES
SMITH DEMAHY DRAKE COZAD & CABEZA
A PROFESSIONAL ASSOCIATION

KENNETH J. SMITH

PENTHOUSE
BAYSIDE OFFICE CENTER
141 N.E. THIRD AVENUE
MIAMI, FLORIDA 33132

DADE (305) 375-0900
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May 18, 1995

Secretary of State
New Filings Section
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

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-05/26/95--01046--001
***122.50 ***122.50

Re: A.C.Q. ACQUISITION CORP.

Gentlemen:

Enclosed please find the Articles of Incorporation and check in the amount of \$122.50 for filing the above-named corporation. I would appreciate your providing us with certification of filing of this corporation at your earliest opportunity. We are enclosing an Airborne Express invoice for your use in returning the Articles to us.

Your assistance and anticipated cooperation in this matter is greatly appreciated.

Very truly yours,

Kenneth J. Smith
KENNETH J. SMITH

KJS:lpd
Enc.

PAC 5-22

FILED
95 MAY 19 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
A.C.Q. ACQUISITION CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is A.C.Q. ACQUISITION CORP.

ARTICLE II

This corporation is organized for the sole and specific purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, including without limitation the sale of furniture and accessories and any and all items and/or business directly and/or indirectly related thereto.

ARTICLE III

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is Five Hundred (500) Shares of Common Stock, which shall have a par value of One (\$1.00) Dollar.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be: 4865 S.W. 58 Avenue, Ft. Lauderdale, Florida 33314.

ARTICLE V

The name and address of the initial Registered Agent is:

Kenneth J. Smith, Esquire
Smith DeMahy Drake Cozad & Cabeza, P.A.
Bayside Office Center, Penthouse
141 N.E. 3rd Avenue
Miami, Florida 33132

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one. The method of election of directors will be as stated in the Bylaws. The name of the Initial Director of this corporation is :

Rodney Harrison, Director/President/Chief Operating Officer
4865 S.W. 58 Avenue
Ft. Lauderdale, Florida 33314

Salvatore Alternative, Director/Vice-President/
Chief Executive Officer,
Attn: Business Office
19355 Turnberry Way
North Miami Beach, Fl. 33180

Kenneth J. Smith, Director/Secretary/Treasurer/
Chief Financial Officer
4865 S.W. 58 Avenue
Ft. Lauderdale, Florida 33314

ARTICLE VII

The name and address of the Incorporator to these Articles of Incorporation is:
Kenneth J. Smith, Esquire, Smith DeMahy Drake Cozad & Cabeza, P.A., Bayside
Office Center, Penthouse, 141 Northeast Third Avenue, Miami, Fl. 33132.

ARTICLE VIII

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

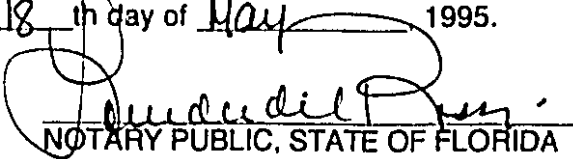
IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 18th day of May, 1995.

Kenneth J. Smith
Kenneth J. Smith, Esquire

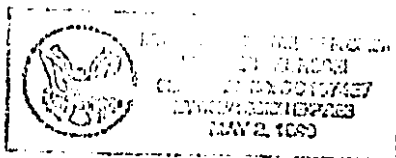
STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and County above, personally appeared KENNETH J. SMITH, ESQUIRE, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 th day of May 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: **A.C.Q. ACQUISITION CORP.**
2. The name and address of the Registered Agent and office is:

**Kenneth J. Smith, Esquire
Smith DeMahy Drake Cozad & Cabeza, P.A.
Bayside Office Center, Penthouse
141 Northeast Third Avenue
Miami, Florida 33132**

Having been named as the Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Kenneth J. Smith

Kenneth J. Smith, Esquire

5-18-95

Date

FILED
95 MAY 19 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA