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#302  
Requester's Name: GARY Teperman  
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Ft. Lauderdale, FL 33316  
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384-0244

VALIDATION ONLY

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DIVISION OF CORPORATION

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+6208-015-01041-001  
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CORPORATION(S) NAME

DAVID'S UPHOLSTERY, INC.

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
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Examiner
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R. CHESSEY JUN 9 1995

EMPIRE Toll Free: 1-800-432-3028

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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.

FIRST THAT DAVID'S UPHOLSTERY, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION HAS NAMED DAVID RIHALY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS 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.

SIGNATURE

*David Riha*  
REGISTERED AGENT

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1995 JUN -9 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DAVIDS UPHOLSTERY, INC.

ARTICLE I-NAME

The name of the corporation is DAVIDS UPHOLSTERY, INC.

ARTICLE II- PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is 4242 PETERS ROAD BAY 20 PLANTATION, FL. 33317

ARTICLE III- SHARES

The corporation shall be authorized to have 1,000 shares of common stock each having a par value of \$1.00, and each of which shall be entitled to one vote, as issued.

ARTICLE IV- registered AGENT

The corporation's initial registered office shall be 4242 PETERS ROAD BAY 20 PLANTATION, FL. and the name of its initial registered agent at this address shall be DAVID RIHALY.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - INCORPORATOR

The incorporator of the corporation is whose address is 4242 PETERS ROAD BAY 20 PLANTATION, FL. 33317

#### ARTICLE VI- PURPOSES

The nature of the business to be transacted, or the purposes to be promoted or carried on by the corporation are as follows:

(a) To conduct a general business and agency for the obtaining or placing of personnel in any type of occupation or employment and to seek, furnish and supply personnel on a permanent or temporary basis and to do any and all things ordinarily done by employment agencies, personnel agencies, employee search and service agencies, and in addition, to assist or provide executive placement guidance and counseling services.

(b) To own, purchase, mortgage and sell and otherwise dispose of automobiles and motor vehicles which might be used in connection with the company's business.

(c) To build, construct, maintain any type of building and otherwise mortgage and dispose of said buildings in any matter whatsoever in connection with the company's business, to engage in the repair, alterations, conditions and demolition of any building connected with this company's business.

(d) To acquire by subscription, purchase, or otherwise, to hold for investment or for resale, to sell, pledge, hypothesize, and in all ways deal with stocks, script, bonds, consols, debentures, mortgages, notes, trust receipts, certificate of indebtedness, interim receipts, and other obligations and securities of corporation, private, public, quasi-public, or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation, or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights of interests therein of all kinds. This corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds or other obligations.

(e) To engage, make and perform contracts of any kind and description in carrying on its business for the purpose of obtaining or furthering any of its specific objects here in above enumerated, to do any and all things which a co-partnership- or natural persons could do and exercise and in any state, possession or territory of the United States of America or anywhere else in the world as may not be especially prohibited by laws of the State of Florida and the United States of America.

#### ARTICLE VII- ELECTION FOR TAX PURPOSES

The corporation shall elect to be taxed as a "small business corporation" under Subchapter S of the Internal Revenue Code, or such other provisions of law as may hereafter be applicable to such election.

The undersigned incorporate has executed these Articles of Incorporation this 21st day of MAY 1995.

Worid Rahely  
Name

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA