

8/12/95

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CREATIVE FINISHING CONSULTANTS, INC.

FAX AUDIT NUMBER: H95000008548

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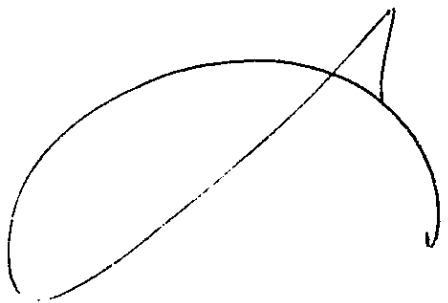
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**ARTICLES OF INCORPORATION
OF
CREATIVE FINISHING CONSULTANTS, INC.**

FILED
95 JUN 12 PM 3:03
SECRET
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of this corporation is Creative Finishing Consultants, Inc. Its principal place of business shall be located at:

7150 N. W. 6th Avenue

Miami, Florida 33150

ARTICLE II

DURATION

The duration of this corporation is "perpetual."

Prepared by A. Zayas, Acct. 910 West Ave. Ste. 216, Miami Beach, Florida 33139
(304) 672-4726

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ARTICLE III PURPOSES

The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

- A: Management, ownership, and operation of retail and wholesale furniture manufacturing facilities and stores
- B: Importation, distribution, and exporting of furniture, home decorating items, home improvement items, and building materials
- C: Operation as cabinet manufacturer, woodshop, and specialty furniture maker
- D: Management, for the corporation or under contract, of other retail or wholesale general merchandise outlets, stores, stands, etc.
- E: Enter into any lawful arrangement for sharing of profits, union interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business
- F: Engage in the business activity of owning and leasing real estate and equipment, either as owner, partner, or under representation of another
- G: Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or

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otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof,

- H: Do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world and principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation,
- I: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the

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paragraphs of Article III shall be regarded as independent purposes and powers.

ARTICLE IV
STOCK OWNERSHIP

The Initial number of shares which this corporation shall issue is 500 shares of \$1.00 per share value. The initial allocation of shares, and the percentage of corporate ownership shall be as follows:

Larry Newberry	450 Shares	90% Ownership
Osvaldo Jaramillo	25 Shares	5% Ownership
Gerardo Castrillo	25 Shares	5% Ownership

ARTICLE V
PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights.

ARTICLE VI
CAPITALIZATION

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This corporation will not commence business until consideration of a value of at least \$500.00 has been received for the issuance of shares.

The address of the corporation's initial registered office and then name of its original registered agent at such address is:

910 West Avenue Suite 216

Miami Beach, Florida 33139

Registered agent hereby accepts this designation by his signature above.

The number of directors constituting the Initial Board of Directors of this corporation are three. The name and address of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

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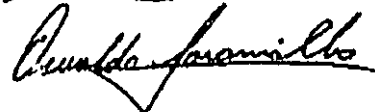
Larry Newberry
President

676 N. E. 115th Street
Miami, Florida 33161



Oswaldo Jaramillo
Secretary

13465 S. W. 65th Street
Miami, Florida 33183



Gerardo Castrillo
Officer

1046 N. W. 3rd Street
Miami, Florida 33128



The members of this initial board are also the original incorporators and subscribers to these articles of Incorporation.

ARTICLE IX

COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable (a) because of such relationship or interest, or because such director or directors are present at the meeting of the board of directors, or are part of a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed

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TOTAL P.00

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or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote of written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

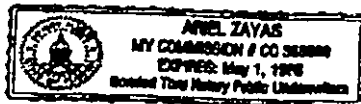
Common or Interested directors may be counted in determining the presence of a quorum of a meeting of the board of directors or committee which authorizes, approves or ratifies such contract or transaction.

FILED
JUN 12 PM 3:03
FALLMOUTH, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

On the 1st day of June, 1995, personally appeared before me, Larry Newberry, Osvaldo Jaramillo, and Gerardo Castrillo, the signers of the within instrument, who duly acknowledged to me that they executed the same.

NOTARY PUBLIC



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