

(SAMPLE LETTER OF TRANSMITTAL)
P95000056086

Date

RECEIVED
10/18/95
122.50

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

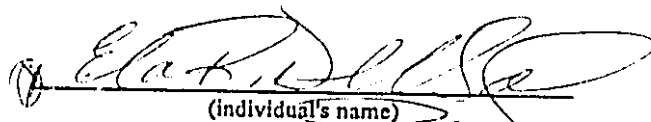
Re: SOFA FACTORY OUTLET Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)
E. A. DELSOL

SOFA FACTORY OUTLET INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

370 WEST 45TH STREET		
HIALEAH - FLA - 33012		
PHONE		
(308)	826-4852	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

SOFA FACTORY OUTLET INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SOFA FACTORY OUTLET INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue _____ shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>ELA DEL SOL</u>		
ADDRESS	<u>370 WEST 45TH STREET</u>		
CITY	<u>HALEAH</u>	FLORIDA	ZIP <u>33012</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>SOFA FACTORY OUTLET INC.</u>		
ADDRESS	<u>370 WEST 45TH STREET</u>		
CITY	<u>HALEAH</u>	FLORIDA	ZIP <u>33012</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>ELA DEL SOL</u>		
ADDRESS	<u>370 WEST 45TH STREET</u>		
CITY	<u>HALEAH</u>	STATE <u>FLORIDA</u>	ZIP <u>33012</u>
NAME	/		
ADDRESS			
CITY			
NAME	/		
ADDRESS	/		
CITY	/		
NAME	/		
ADDRESS	/		
CITY	/		

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	J. L. A. DEL SOL		
ADDRESS	370 WEST 45TH STREET		
CITY	MIAMI	STATE	FLORIDA ZIP 33012
NAME	/		
ADDRESS			
CITY			
NAME	/		
ADDRESS			
CITY			

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6TH day of JUNE, 1995.

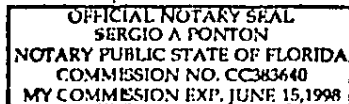
J. L. A. DEL SOL (Seal)
J. L. A. DEL SOL

____ (Seal)

____ (Seal)

SUBSCRIBED BEFORE ME,
IN MIAMI, FLA, ON THE
6TH OF JUNE 1995

Sergio A. Ponton



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

SONIA TRACY COTLER INC.
(name of corporation)

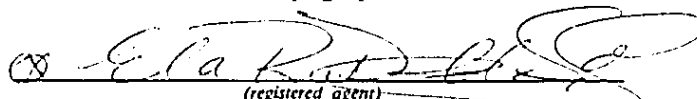
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 370 WEST 45TH STREET
MIAMI - FLA. 33012

has named MRS JELA DEL SOL
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
JELA DEL SOL