

P 95000072500
Andrew P. Reiff, P.C.

ATTORNEY AND COUNSELOR AT LAW

ANDREW L. REIFF

SOUTHTRUST BANK BLDG. SUITE 1000
135 W. CENTRAL BLVD.
P.O. Box 1059
ORLANDO, FLORIDA 32802-1059

September 14, 1995

(407) 423-8183
FAX (407) 425-1501

Secretary Of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

7000001587287
-04/18705--01058--0114
***122.50 ***122.50

Re: CARSONS FURNITURE AND BEDDING INC.
Articles of Incorporation
File No. 1-95-196/Incorporation

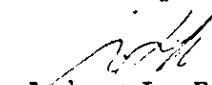
FILED
1995 SEP 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FL

Gentlemen:

I am enclosing herewith an original and a copy of the Articles Of Incorporation. In addition, a check in the sum of \$122.50 is enclosed which represents the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosure

cc: Andrew J. Hecker

RECEIVED SEP 15 1995

ARTICLES OF INCORPORATION

OF

CARSONS FURNITURE AND BEDDING INC.

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is CARSONS FURNITURE AND BEDDING INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage 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 10,000 shares, all of one class, at \$0.10 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

ANDREW J. HECKER
6013 E. Colonial Drive
Orlando, Florida 32807

FILED
1995 SEP 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

MAILING ADDRESS OF THE CORPORATION

The mailing address of the corporation is 6013 E. Colonial Drive, Orlando, Florida 32807.

VII

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

ANDREW J. HECKER
ANDREW R. HECKER
LISA BURELLA
SANDRA LEE GRIFFITH
6013 E. Colonial Drive
Orlando, Florida 32807

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

ANDREW J. HECKER
6013 E. Colonial Drive
Orlando, Florida 32807

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued, whether or not presently authorized,

including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII

INDEMNIFICATION

Th corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XIII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the actions by the shareholders will be approved if the affirmative or "yes" votes exceed the negative or "no" votes.

ARTICLE XIV

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director or the entire board of directors may be removed, with or without cause, by a vote as required in the Bylaws.

ARTICLE XV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on date of filing.

ARTICLE XVII

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1 day of September, 1995.

Andrew J. Hecker
ANDREW J. HECKER
Sole-Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent, and shall accept service of process on behalf of the corporation at 6013 E. Colonial Drive, Orlando, Florida 32807, and further agrees to comply with the provisions of Chapter 48 relative to keeping up said office.

Andrew J. Hecker
ANDREW J. HECKER
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SEP 18 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 14th day of September, 1995, by ANDREW J. HECKER, who is personally known to me or has produced N.A. identification.

NOTARY PUBLIC:

sign Andrew L. Reiff

print Andrew L. Reiff
State of Florida at Large (Seal)
My Commission Expires:



OFFICIAL SEAL
ANDREW L. REIFF
My Commission Expires
April 23, 1997
Comm. No. CC 276969

P95000072500

ANDREW L. REIFF
ATTORNEY AND COUNSELOR AT LAW

ANDREW L. REIFF

SOUTHRUST BANK BLDG. SUITE 720
135 W. CENTRAL BLVD.
P.O. Box 1059
ORLANDO, FLORIDA 32802-1059

(407) 423-8183
Fax (407) 425-1501

December 18, 1996

Secretary Of State
State Of Florida
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

000002074180-1-7
-01/30/97--01111--000
*****35.00 *****35.00

Re: Carsons Furniture And Bedding Inc.
File No. 1-95-196/Incorporation

SH 1/29

FILED
57 DEC 27 AM 11:11
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the Resignation Of Officer And/Or
Director Affidavit of Lisa Burella for CARSONS FURNITURE AND
BEDDING INC. Please file same with the Secretary Of State.

Thank you for our assistance in this matter. If you have any
questions, please do not hesitate to call me.

Sincerely,



Andrew L. Reiff

ALR/mc
Enclosure

cc: Andrew J. Hecker, President

RECEIVED
55 DEC 23 AM 6:35
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

Andrew L. Reiff, P.A.
P.O. Box 1059
Orlando, FL 32802-1059

SUBJECT: CARSONS FURNITURE AND BEDDING INC.
Ref. Number: P95000072500

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to resign as an officer/director is \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 397A00000638

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared LISA BURELLA, who by me being first duly sworn, says to the best of my knowledge, information and belief, and under penalties of perjury:

1. That I have resigned as Treasurer and Director of CARSONS FURNITURE AND BEDDING INC., a Florida corporation;
2. That the corporation has been notified in writing of the resignation; and
3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NAUGHT.


LISA BURELLA

FILED
MAR 27 AM 11
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 6 day of Dec, 1996, by LISA BURELLA, who is personally known to me or who has produced JD L.L. as identification.

B 640-521-62-808-0

NOTARY PUBLIC:

sign 

print NANCY J CHAN
State of Florida at Large (Seal)

