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NAME: STEINHOFF ART & HOME FURNISHINGS, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1998

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: STEINHOFF ART & HOME FURNISHINGS, INC.
REF: W96000001431

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ARTICLES OF INCORPORATION
OF

STEINHOFF ART & HOME FURNISHINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of this corporation is STEINHOFF ART & HOME FURNISHINGS, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is c/o Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

Prepared By:
Steven L. Cantor, Esq.
Cantor & Morante, P.A.
Ph: (305) 374-3886
Florida Bar No. 203028
777 BRICKELL AVE., #500
Miami, FL 33131

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ARTICLE V

Registered Office

The address of the initial registered office of the corporation is c/o Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Thomas F. Morante, Cantor & Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE VII

Directors

This corporation shall have not less than one (1) director. The name and address of the initial sole director of this corporation is:

Thomas F. Morante
c/o Cantor & Morante, P.A.,
777 Brickell Avenue, Suite 500
Miami, Florida 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

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ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Thomas F. Morante, Esq.
Cantor & Morante, P.A.
777 Brickell Avenue, Suite 500
Miami, Florida 33131

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may, anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the

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corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned Incorporated has executed these Articles of Incorporation this 18th day of January, 1996.

Thomas F. Morante
THOMAS F. MORANTE

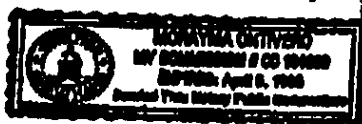
STATE OF FLORIDA)

COUNTY OF DADE)
)

The foregoing Articles of Incorporation were acknowledged before me this 18th day of January, 1996 by THOMAS F. MORANTE, who is personally known to me and who did not take an oath.

Morayma Centivero
Morayma Centivero
Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0301, Florida Statutes, the following is submitted that
STEINHOFF ART & HOME FURNISHINGS, INC., desiring to organize or qualify under the laws
of the State of Florida, has named THOMAS F. MORANTE, whose address is Cantor &
Morante, P.A., 777 Brickell Avenue, Suite 500, Miami, Florida 33131, as its agent to accept
service of process within Florida.

Thomas F. Morante
THOMAS F. MORANTE, Incorporator

Dated: January 18, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT
THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH
AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Thomas F. Morante
THOMAS F. MORANTE, Registered Agent

Dated: January 18, 1996

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