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EMPIRE CORPORATE KIT COMPANY
192 W. FLAGLER ST
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MIAMI FL 33136
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HERBERT'S COUNTRY FURNITURE, INC.

FAX AUDIT NUMBER: H96000003186

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1996

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TALLAHASSEE, FLORIDA

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ORDER TO PRINT TO BE MAILED

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ARTICLES OF INCORPORATION
OF
HERBERT'S COUNTRY FURNITURE, INC

The undersigned Incorporator hereby makes, subscribes, acknowledges and files with the Department of State these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I-NAME:

The name of this Corporation shall be:

HERBERT'S COUNTRY FURNITURE, INC

ARTICLE II- GENERAL NATURE OF BUSINESS:

This Corporation may engage in activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III-CAPITAL STOCK:

The maximum number of shares which the Corporation shall have authority to issue is the total sum of:

SHARES:
50,000

PAR VALUE:
\$1.00

which shall be designated "Common Shares". Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said Capital Stock may be paid for in cash, in property (other than stock or securities) or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV-TERM OF CORPORATE EXISTENCE:

The corporation shall have perpetual existence.

Prepared by: EMMANUEL REGIS, President.

ONE BUSINESS SERVICES, INC.
D.B.A. ONE BUSINESS SERVICES
8457 BISCAYNE BLVD
MIAMI, FL 33137
305-476-7758

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE V-INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE:

149 N.E. 21st Street
Miami, Fl. 33137

AGENT AT SUCH ADDRESS:

HERBERT FRAUWALLNER

ARTICLE VI-DIRECTORS:

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than five (5) the number of the same to be fixed by the Corporate By-Laws. Each of said directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may removed, without cause at any annual or special meeting of the stockholders where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the Corporation entitled to vote at said meeting.

ARTICLE VII-INITIAL BOARD OF DIRECTORS IS/ARE:
DIRECTORS:

HERBERT FRAUWALLNER

ANA FRAUWALLNER

ADDRESS:

149 N.E. 21st Street
Miami, Florida 33137

149 N.E. 21st Street
Miami, Florida 33137

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence or until their successors are selected or appointed and qualified.

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NAMEADDRESSNUMBER OF SHARES

HERBERT FRAUWALLNER	140 N.E. 21st Street Miami, Florida 33137	20,000
ANA FRAUWALLNER	140 N.E. 21st Street Miami, Florida 33137	20,000

ARTICLE IX-OFFICERS:

The officers of this Corporation shall be a President who shall be a Director, a Secretary and a Treasurer and such officers, agents and factors as may deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the necessary or Assistant Secretary of this Corporation shall be as follows:

<u>OFFICERS:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
HERBERT FRAUWALLNER	PRESIDENT	140 N.E. 21st ST Miami, Fl. 33137
ANA FRAUWALLNER	TREASURER	140 N.E. 21st ST Miami, Fl. 33137
ANA FRAUWALLNER	SECRETARY	140 N.E. 21st ST Miami, Fl. 33137

ARTICLE X-AMENDMENT:

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholders herein after are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5th day of MARCH 1996.

Signatures of Incorporators:

Herbert Fraumallner
HERBERT FRAUWALLNER / PRESIDENT

Ana Fraumallner
ANA FRAUWALLNER / SECRETARY

Ana Fraumallner
ANA FRAUWALLNER / TREASURER

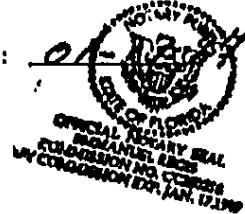
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of MARCH 1996 by

[Signature]
Notary Public

My Commission Expires:



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CERTIFICATE DESIGNATED

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 807.328, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

- 1 - The name of the Corporation is:
HERBERT'S COUNTRY FURNITURE, INC
- 2 - The name and address of the registered agent and office is:

Herbert Frauwallner
140 N.E. 21st Street
Miami, Florida 33137

The mailing address of this corporation is the same.

Signature [Signature]
Corporate Officer

Date: 03-05-96

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties, and I accept the duties and obligation of section 807.328 Florida Statutes.

Signature [Signature]
Date: 03-05-96
Registered Agent

I hereby certify that on this day before me, a notary public duly authorized in the State and County named above, the acknowledgements personally appeared:
Name: _____ to me known to be the persons described,
as registered agent.

State of: FLORIDA

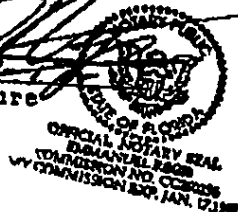
County: Dade

The foregoing instrument was acknowledged and sworn to before me this 5th day of March, 1996.

Expired: _____
Notary signature

My

Commission



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MAR-6 PM 3:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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