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LAW OFFICES

SCHMIDT & PHETERSON

400 SOUTH DIXIE HIGHWAY
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BOCA RATON, FLORIDA 33432-0024
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PETER H. SCHMIDT
I. JEFFREY PHETERSON

TELEPHONE (407) 394-2700
BROWARD (954) 426-0433

April 10, 1996

FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of AMERICAN MODULAR FURNITURE, INC.

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for AMERICAN MODULAR FURNITURE, INC. Please file the Articles of Incorporation and return one (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a $122.50 check, payable to the Florida Department of State, for payment of the filing fees.

Thank you for your assistance in this matter.

Very truly yours,

Peter H. Schmidt

PHS/cf
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 11 PM 12:33

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cf 4/16/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

AMERICAN MODULAR FURNITURE, INC.

ARTICLE I
NAME

The name of the corporation is AMERICAN MODULAR FURNITURE, INC.

ARTICLE II
PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS ($1.00) per share.

The common stock of the corporation shall have the following characteristics:

a. At all meetings of the shareholders the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

b. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 560 Elsberry Road, Apollo Beach, Florida 33572. The Board of Directors may, from time to time, change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432, and the name of the registered agent of the corporation at that address is PETE H. SCHMIDT.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JULIE A. BROOKS	560 Elsberry Road Apollo Beach, Florida 33572

ARTICLE VIII
<u>AMENDMENT</u>

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
<u>INDEMNIFICATION</u>

This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X
<u>INCORPORATOR</u>

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

PETER H. SCHMIDT
400 South Dixie Highway
Suite 420
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of April, 1996.

Peter H. Schmidt

PETER H. SCHMIDT, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 11 PM 12:34

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER H. SCHMIDT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 10th day of April, 1996.

D Capurro

Name: D CAPURRO
Notary Public,
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
D CAPURRO
My Commission CC380083
Expires Jun. 07, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.

Peter H. Schmidt

PETER H. SCHMIDT