

P96 0000 33633

COOKSEY & COOKSEY, P.A.

ATTORNEYS AT LAW

JAMES P. COOKSEY*

MICHAEL G. COOKSEY**

* Also Admitted in Colorado

** Also Admitted in Colorado
and California

2601 BROADWAY
SUITE 3

RIVIERA BEACH, FLORIDA 33404

Telephone (407) 842-4908
Facsimile (407) 863-4677

Denver, Colorado Office

511 Sixteenth Street, Suite 600
Denver, Colorado 80202
Phone (303) 623-6663
Fax (303) 623-4405

April 11, 1996

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

3000001781013
-04/15/96--01123--015
****122.50 ****122.50

Re: CASUAL FURNITURE OF PALM BEACH, INC.

Dear Sir/Madam:

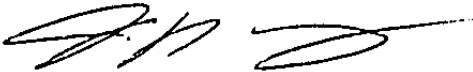
Please find enclosed the original and one copy of Articles of Incorporation and Certificate Designating Registered Agent for the above-referenced corporate entity, and a check in the amount of \$122.50 to cover the filing fees.

Please file these documents with the Secretary of State and the certified copy to the undersigned at the following address:

2601 Broadway, Suite 3
Riviera Beach, Florida 33404

Thank you for your assistance.

Very truly yours,



James P. Cooksey

JPC/dst

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 15 PM 12:51

g 4/18/96

ARTICLES OF INCORPORATION OF
CASUAL FURNITURE OF PALM BEACH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 15 PM 12:51

ARTICLE I-NAME

The name of this corporation is CASUAL FURNITURE OF PALM BEACH, INC..

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1,000 Shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, MAILING ADDRESS,
REGISTERED OFFICE, AND REGISTERED AGENT

The street address of the principal office of the corporation is 210 Almeria Road, West Palm Beach, FL 33405. The mailing address of this corporation is 210 Almeria Road, West Palm Beach, FL 33405. The street address of the initial registered office of this corporation is 210 Almeria Road, West Palm Beach, FL 33405. The name of the initial registered agent of this corporation is Mark Klempner, and the address of the initial registered agent is 210 Almeria Road, West Palm Beach, FL 33405.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is Mark Klempner, 210 Almeria Road, West Palm Beach, Florida 33405.

ARTICLE VIII-INCORPORATORS

The name and address of the Incorporator signing these articles is Mark Klempner, 210 Almeria Road, West Palm Beach, FL 33405.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Office or Director or any former officer or director, to full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11 day of April, 1996.


Mark Klempner
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mark Klempner, known to be and known by me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11 day of April, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



TARA JEAN SHEELEY
My Commission CC441184
Expires Feb. 23, 1999
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 15 PM 12:51

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

Pursuant to the provisions of sections 48 and 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

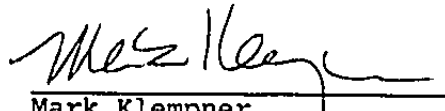
The name of the corporation is CASUAL FURNITURE OF PALM, INC.
BEACH

The name and address of the registered agent is:

Mark Klempner
210 Almeria Road
West Palm Beach, Florida 33405.

Dated: 7-11-96

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Mark Klempner
Registered Agent