

P96000035773

March 19, 1996

200001789992
-04/23/96--01008--010
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for
FURNITURE DESIGN CENTER, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation on the above referenced corporation. Also, enclosed please find check in the amount of \$122.50 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,


RAFAEL MERCEDES

/RM
Enclosures

msB
4/25/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55.15.00 11 00 00

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
FURNITURE DESIGN CENTER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

FURNITURE DESIGN CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

RAFAEL MERCEDES
4410 N.W. 79th Avenue
Suite 1B
Miami, Florida 33166
(305) 881-9139—

887-5086

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 22 11 06 AM

APPROVED
AND
FILED

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 4410 N.W. 79th Avenue, Miami, Florida 33166. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as

it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

RAFAEL MERCEDES	4410 N.W. 79th Avenue
	Suite 1B
	Miami, Florida 33166

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

RAFAEL MERCEDES
4410 N.W. 79th Avenue
Suite 1B
Miami, Florida 33166

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 4410 N.W. 79th Avenue, Suite 1B, Miami, Florida 33166. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon RAFAEL MERCEDES, the Registered Agent, at 4410 N.W. 79th Avenue, Suite 1B, Miami, Florida 33166.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for

shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

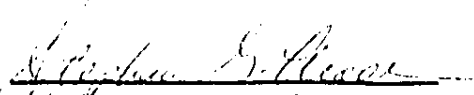
IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 19 day of April, 1996.


RAFAEL MERCEDES, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of April, 1996 by _____. She/He is personally known to me.

Signature: 
NAME: Stephanie G. Moeller
Title:
Serial No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
STEPHANIE G. MOELLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC441848
MY COMMISSION EXP. APR. 9, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 22 PM 8:00

APPROVED
AND
FILED

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: FURNITURE DESIGN CENTER, INC., WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 4410 N.W. 79TH AVENUE, SUITE 1B, CITY OF
MIAMI, STATE OF FLORIDA, HAS RAFAEL MERCEDES, LOCATED AT 4410 N.W.
79TH AVENUE, SUITE 1B, CITY OF MIAMI, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: 4/19, 1996.


RAFAEL MERCEDES, Incorporator

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: 4/19, 1996.

By: 

RAFAEL MERCEDES,
Registered Agent

SECRET
TALLAHASSEE, FLORIDA

99 APR 22 11 30 AM

APPROVED
AND
FILED

P96000035773

LAZARUS CORPORATION INVESTMENTS, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 16
Address

MIAMI, FLORIDA 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

07/10/2006 01:11:00
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FURNITURE DESIGN CENTER, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00
☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy ☐ Certificate of Signature

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JUL 17 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
PFF
7/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 16, 1996

LAZARUS CORPORATE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: FURNITURE DESIGN CENTER, INC.
Ref. Number: P96000035773

We have received your document for FURNITURE DESIGN CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 096A00034378

RECEIVED
JUL 17 1996
CORPORATE SERVICES

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

FURNITURE DESIGN CENTER, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

- 1.) ARTICLES VI - ADDRESS - THE NEW ADDRESS OF CORPORATION IS 312 WEST 21 STREET, HIALEAH FL. 33010.
- 2.) ARTICLES VIII - DIRECTORS - THE NEW DIRECTOR OF CORPORATION IS LUIS BARRENECHEA, 4845 N.W. 7 STREET, SUITE 304, MIAMI FLORIDA. 33126.
- 3.) ARTICLE XII -- ADDRESS OF REGISTERED AGENT - THE NEW ADDRESS OF REGISTERED AGENT IS LUIS BARRENECHEA, 4845 N.W. 7 STREET, SUITE 304, MIAMI, FL. 33126
- 4.) ARTICLE XIII - SERVICE OF PROCESS - THE NEW LEGAL SERVICE OF PROCESS WILL BE LUIS BARRENECHEA, THE REGISTERED AGENT, @ 4845 N.W. 7 STREET, SUITE 304, MIAMI, FLORIDA 33126

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FILED
65 JUL 17 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: 7-15-96.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of July 15th, 1996.

Signature X 

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RAFAEL MERCEDES

Typed or printed name

PRESIDENT

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

X Luis Bannock

DATE