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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 976848 8953A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 5, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 976848

CUSTOMER NO: 8953A

CUSTOMER: Jon J. Ferdinand, Esq
FERDINAND & SULLIVAN

Suite 910
100 West Cypress Creek Road
Ft. Lauderdale, FL 33309

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RECORDS SECTION
JUN -5 PM 3:37
TALLAHASSEE, FL

DOMESTIC FILING

NAME: FALLS NATUZZI LEATHER GALLERY-
SOBE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

96 JUN -5 PM 3:16
JL 6/5/96

**ARTICLES OF INCORPORATION
OF**

FILED
CLERK OF STATE
CORPORATIONS
96 JUN -5 PM 3: 37

FALLS NATUZZI LEATHER GALLERY-SOBE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FALLS NATUZZI LEATHER GALLERY-SOBE, INC.

The address of the principal office of the corporation shall be and the mailing address of the corporation shall be 701 - 5th Street, Miami Beach, Florida 33139.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 100 W. Cypress Creek Rd., Suite 910, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address is Ferdinand & Sullivan, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpotually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Eric E. Salem
900 Park Centre Blvd., Ste. 444
Miami, FL 33169

Florence Salem
900 Park Centre Blvd., Ste. 444
Miami, FL 33169

ARTICLE IX. OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Eric E. Salem -President/Treasurer
900 Park Centre Blvd., Ste. 444
Miami, FL 33169

Florence Salem- V. President/Secretary
900 Park Centre Blvd., Ste. 444
Miami, FL 33169

ARTICLE X. INCORPORATOR

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

Ferdinand & Sullivan, P.A.
100 W. Cypress Creek Rd., Suite 910
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned agent of Ferdinand &
Sullivan, P.A., has hereunto set his hand and seal of Ferdinand &
Sullivan, P.A., on this 4th day of June, 1996.

FERDINAND & SULLIVAN, P.A.

By: 
Jon Jay Ferdinand, Vice President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Ferdinand & Sullivan, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.

FERDINAND & SULLIVAN, P.A.

By:


Jon Jay Ferdinand, Vice President

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