

6/07/96

FLORIDA DIVISION OF CORPORATIONS

01:21 AM

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PUBLIC ACCOUNT SYSTEM

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF REVENUE

1000 W. WALKER ST

STATE OF FLORIDA

SUITE 200

1000 W. WALKER ST

MIAMI FL 33139

FAX: (904) 399-1234

CONTACT: RAY STORMONT

PHONE: (305) 841-3694

FAX: (305) 841-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FURNITURE BY THE BOOK, INC.

FAX AUDIT NUMBER: H96000007997

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/07/1996

TIME REQUESTED: 09:20:51

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CERTIFICATE OF STATUS: 0

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ACCOUNT NUMBER: 072450003255

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TALLAHASSEE FLORIDA

*to 96-12157  
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*[Handwritten signature]*

DIVISION OF CORPORATIONS

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EMPIRE CORPORATE KIT

JUN-07-1996 09:47

P.1-1/19

JUN-07-1996 13:23 EMPIRE CORPORATE KIT  
00/07/00 12:00 Fl. Dept. of State p1 /1

P.01



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
**Secretary of State**

June 7, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: FURNITURE BY THE BOOK, INC.**  
**REF: W96000012159**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000007997  
Letter Number: 796A00028565

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ARTICLES OF INCORPORATION

OF

Furniture By The Book, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Services Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation and initial office is:

Furniture By The Book, Inc.

9340 NW 21 Lane

Miami, Florida 33143

II. Duration

The period of its duration is perpetual.

III. Capital Stock

The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 per value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Morris Matis

9340 NW 21 Lane, Miami FL 33143

Prepared By

Ernest A. Matis, P.A., CPA  
7000 S.W. 27 Avenue  
Suite 200  
Miami, FL 33178-0000  
(305) 274-3591  
265-274-1252

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TALLAHASSEE, FLORIDA

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V. PURPOSE

The general purpose for which the corporation is organized is for a ~~Retail Furniture~~ co. purpose and shall include any and all business for which corporation may be incorporated under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Morri Mats .....President/ Director  
Pearl Mats .....Vice Pres/ Secretary

VII. INCORPORATOR

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

Morris Mats  
8340 SW 81 Lane  
Miami, FL 33143

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

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IX. INDEMNIFICATION

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

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

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XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

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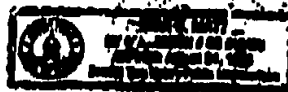
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State of Florida) SS:  
County of Dade }

BEFORE ME, the undersigned authority, personally appeared  
Morris Mats \_\_\_\_\_ and \_\_\_\_\_, and to me  
known to be the persons who executed the foregoing Articles of  
Incorporation, and acknowledged to and before me that they  
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this \_\_\_\_\_ 6 \_\_\_\_\_ day of \_\_\_\_\_ June \_\_\_\_\_ 1996.

Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of the Florida Statutes, the following is  
submitted in compliance with said Act:

First - That " Furniture By The Book, Inc." FILED  
desiring to organize under the laws of the State of Florida with  
its principal offices, as indicated in the Articles of  
Incorporation, State of Florida has named as its agent to accept  
service within this state,  
Morris Mats \_\_\_\_\_ located at  
8340 SW 81 Lane  
Miami, Fl. 33143

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

  
Morris Mats, Registered Agent

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