

JUN-13-1996 2:13 PM EMPIRE CORPORATE KIT P.05 (13)
6 PUBLIC ACCESS SYSTEM
(((H90000000200))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. LAGLER BLVD.
STATE OF FLORIDA SUITE 200
400 EAST BAY ST. 3RD FLOOR MIAMI, FL 33130-0000
TALLAHASSEE, FL 32309 CONTACT: RAY STORMONT
FAX: (904) 822-4000 PHONE: (305) 541-3604
FAX: (305) 541-3770
(((H90000000200))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PAYLESS FURNITURE SALES, INC.
FAX AUDIT NUMBER: H90000000200 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/12/1996 TIME REQUESTED: 10:57:58
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION**OR****PAYLESS FURNITURE SALES, INC.**
a Florida Corporation

The name of this corporation is:

PAYLESS FURNITURE SALES, INC.
a Florida Corporation**ARTICLE ONE****NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations may be organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects heretofore specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE II
DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE
CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. **Designation.** The stock of this corporation shall be known as Common Stock.

PREPARED BY: RICHARD WABERSTEIN, ESQ. 913 NORMANDY DRIVE, MIAMI BEACH, FLORIDA 33141 FLA BAR NO. 604380 (067) 807-1455.

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B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 100 shares.

C. Par Value. Each share of Common Stock shall have no par value.

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 913 Normandy Drive, Miami Beach, Florida 33141, and the name of the Initial Registered Agent of this corporation at that address is RICHARD WASERSTEIN, ESQ.

ARTICLE FIVE

The sole incorporators for PAYLESS FURNITURE SALES, INC., a Florida Corporation, is ~~JOHN A. FINE~~ whose address is 913 Normandy Drive, Miami Beach, Florida 33141. The street address for PAYLESS FURNITURE SALES INC., is 913 Normandy Drive, Miami Beach, Florida 33141.

ARTICLE SIX INITIAL BOARD OF DIRECTORS

This corporation shall have initially one director(s). The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less

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than one Director. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

PRESIDENT : NORMA FIRMS
VICE PRESIDENT : NORMA FIRMS
TREASURER : NORMA FIRMS
SECRETARY : NORMA FIRMS
913 SUMMERTY DRIVE
MIAMI BEACH, FLORIDA 33141

**ARTICLE SEVEN
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

**ARTICLE EIGHT
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 NINE
SHAREHOLDER QUORUM AND VOTING**

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE TEN
APPROVAL OF SHAREHOLDERS REQUIRED
FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

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ARTICLE ELEVEN DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE INDEMNIFICATION

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

ARTICLE THIRTEEN AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1996.

Norm Pires
Subscriber

Address 913 Kennedy Drive
Miami Beach, Fl. 33141

STATE OF FLORIDA)

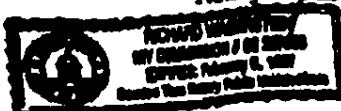
COUNTY OF DADE)

BEFORE ME, a Notary Public Authorized to take acknowledgements in the State and County set forth above, personally appeared Norm Pires known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid; this 12th day of June, 1996.

My Seal
Notary Public State of Florida

My Commission Expires:



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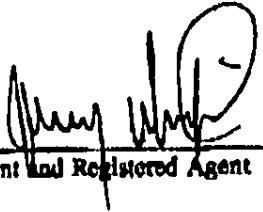
**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First -- That PAYLESS FURNITURE SALES INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named RICHARD WASERSTEIN, ESQ. as its Resident and Registered Agent, at 913 NORMANDY DRIVE MIAMI BEACH, FLORIDA 33141, as its Resident and Registered Office.

Second -- That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Instrument Prepared by
RICHARD WASERSTEIN, ESQ.
913 Normandy Drive
Miami Beach, Florida 33141
(305) 866-1455

BY: 
Resident and Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
RICHARD WASERSTEIN

WASERSTEIN LAW BUILDING
813 NORMANDY DRIVE (71ST STREET)
MIAMI BEACH, FLORIDA 33141
TELEPHONE: (305) 866-1488
FAX: (305) 866-8374

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 2, 1997

Secretary of State
Division of Corporation
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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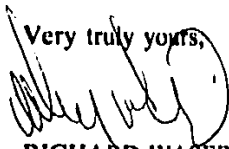
RE: Amendment
Payless Furniture Sales, Inc.

Dear Sir/Madam:

Enclosed, please find a check in the amount of \$35.00 in order to process the enclosed amendment for the above-referenced corporation.

If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,



RICHARD WASERSTEIN, ESQ.
RW:bg

enc.

Betty Guzman GAVE

AUTHORIZATION BY PHONE TO

CORRECT Amend. then not initially

DATE 7-10-97

DOC. EXAM. ufw

Amend.

ufw 7-10-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION**

of

**PAYLESS FURNITURE SALES, INC.,
A Florida Corporation**

Currently, NORMA PIRES, The President and Secretary respectively of PAYLESS FURNITURE SALES, INC., a Florida Corporation, do hereby certify that the following is a true and correct copy of a Resolution duly adopted by the Stockholders and Directors of said corporation, at a meeting and/or a quorum was had and unanimously voted on the 15 day of June of 1997 which Resolution is as follows:

ARTICLE SEVEN

BOARD OF DIRECTORS

This corporation shall have two directors. The number of Director may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) and address(es) of the Director(s) of this corporation is (are):

PRESIDENT:

SHANE PILPEL

913 NORMANDY DRIVE MIAMI BEACH, FL. 33141

VICE-PRESIDENT:

RICHARD WASERSTEIN
33141

913 NORMANDY DRIVE MIAMI BEACH, FL.

SECRETARY:

RICHARD WASERSTEIN

913 NORMANDY DRIVE MIAMI BEACH, FL. 33141

TREASURER:

SHANE PILPEL

913 NORMANDY DRIVE MIAMI BEACH, FL. 33141
SURFSIDE, FLORIDA 33154

I further certify that the above Resolution is identical in wording with the Resolution of the Stockholders, and that the foregoing has not been modified nor changed in any way and is, at the time of this Certificate, in full force and effect.

IN WITNESS WHEREOF, we have placed our names and affixed our seal, this 27th day of June, 1997.

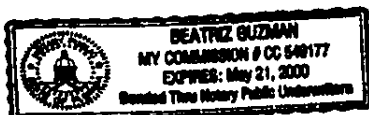
Norma Pires (Seal)
NORMA PIRES, President

Norma Pires (Seal)
NORMA PIRES, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged to and before me, the undersigned authority, at Miami, Dade County, Florida by Norma Pires who is personally known to me or who has produced Florida Driver's License, as identification and who did (did not) take an oath and has executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 27 day of June, 1997.



[Signature]
PUBLIC NOTARY STATE OF FLORIDA
AT LARGE