

P96000050743

**RICHARD WASERSTEIN**

WASERSTEIN LAW BUILDING  
813 NORMANDY DRIVE (71ST STREET)  
MIAMI BEACH, FLORIDA 33141

TELEPHONE: (305) 866-1455  
FAX: (305) 866-2374

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL - 7 PM 3:31

FILED

July 2, 1997

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

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-07/07/97-01121-002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

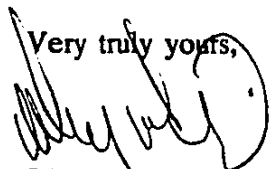
RE: Amendment  
Payless Furniture Sales, Inc.

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

**CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION**

of

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

**FILED**  
97 JUL -7 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 27<sup>th</sup> day of June, 1997.

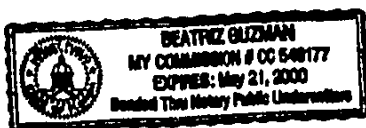
Norma Pires (Seal)  
NORMA PIRES, President

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