

120 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0111
09/22/96 FAX

P96000052843



PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 992911 7108477

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1996

ORDER TIME : 11:03 AM

ORDER NO. : 992911

0000001307713

CUSTOMER NO: 7108477

CUSTOMER: Stephen J. Goldstein, Esq
STEPHEN J. GOLDSTEIN, ESQ

Suite 616
1111 Kane Concourse
Miami, FL 33154

DOMESTIC FILING

NAME: MARSHALL'S FURNITURE, 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: Kathy Drake

EXAMINER'S INITIALS:

612-671
W96-13095
167-612

CP
6/20/96

RECEIVED
JUN 21 1996
FBI-217



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MARSHALL'S FURNITURE, INC.
Ref. Number: W96000013095

RESUBMIT
Please give original
submission date as file date

We have received your document for MARSHALL'S FURNITURE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00030665



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT
Please give original
submission date as file date.

June 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MARSHALL'S FURNITURE, INC.
Ref. Number: W96000013095

We have received your document for MARSHALL'S FURNITURE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00030516

EFFECTIVE DATE

10/19/96

ARTICLES OF INCORPORATION

OF

MARSHALL'S FURNITURE, INC.

WE the undersigned for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is MARSHALL'S FURNITURE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in this state or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be

exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock of this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of one dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock" as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

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 VII

The street address of the initial registered office of this corporation in the State of Florida shall be - 1111 Kane Concourse, Suite 610, Bay Harbor Islands, Florida 33154 _____ and the name of the initial registered agent of this corporation is STEPHEN J. GOLDSTEIN _____. The corporation shall have such other places of business both within and without the State of Florida, and in foreign countries as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, through By Laws adopted by the stockholders but shall never be less than

one.

ARTICLE X

The name and street address of the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

Marshall Zeller, 12596 Pines Boulevard, Pembroke Pines, Florida 33024.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed stockholders and approved at a Stockholder's 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 Articles of Incorporation be made.

ARTICLE XII

In accordance with F.S. 607.617, the date of the corporate existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these

Articles of Incorporation are filed by the Department of State within (5) days, exclusive of legal holidays after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

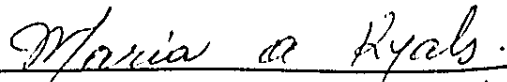
IN WITNESS WHEREOF, I the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, this 19th day of June, 1996.


Marshall Zeller (Seal)

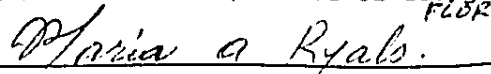
STATE OF FLORIDA) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared, Marshall Zeller, known to me personally to be the person described as subscriber and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 19th day of June, 1996.


NOTARY PUBLIC, State of ~~Georgia~~ FLORIDA. (MP)

Commission No:
My commission expires :


Printed name of Notary

MARIA A. RYALS
My Comm Exp. 11/07/99
Bonded By Service Ins
No. CC508711
☐ Personally Known ☒ Other

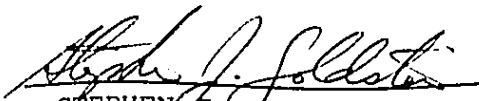
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
CLERK OF DISTRICT COURT
JAN 11 1967
JAN 11 1967

In pursuant of Chapter 48,091 Florida Statutes, the following is submitted, in compliance with said Act:

First - that MARSHALL'S FURNITURE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 12596 Pines Boulevard, Pembroke Pines, Florida 33024 has named Stephen J. Goldstein, of 1111 Kane Concourse, Suite 616, Bay Harbor Islands, Florida 33154 as its agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the 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.


STEPHEN J. GOLDSTEIN
REGISTERED AGENT

P96000052843

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1997

MARSHALL'S FURNITURE, INC.
12596 PINES BOULEVARD
PEMBROKE PINES, FL 33024

SUBJECT: MARSHALL'S FURNITURE, INC.
Ref. Number: P96000052843

Debit Memo #: 8897-G

This is to inform you that check #58026 in the amount of \$165.00 submitted with the annual report for MARSHALL'S FURNITURE, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 5, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 097A00030494

P96000052843

June 30, 1997

300002227213--9
-07/01/97--01004--003
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: MARSHALL' S
FURNITURE, INC.

DEBIT MEMO: # 8897-G

CHECK #: 56026