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2100 Bank One Center
600 Superior Avenue, E
Cleveland, OH 44114-2673

VIA FEDERAL EXPRESS

August 8, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

8/30/96

Re: *The Sawgrass Group, Inc.*

Dear Sir or Madam:

600001918576
-08/09/96--01099--01/1
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation and Acceptance of Agent for The Sawgrass Group, Inc. I have also enclosed a check in the amount of \$122.50 which covers the filing fees and the certified copies. Please return the certified copy to me in the enclosed return envelope, and if you have any questions, call me at 216/348-5400.

Sincerely,



Russell E. Slean

RES/cjt
Enc.

FILED
56 AUG -9 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8-13-96
KR

ARTICLES OF INCORPORATION

EFFECTIVE DATE
8-20-76

OF
THE SAWGRASS GROUP, INC.

FILED
26 AUG -9 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (effective July 1, 1990).

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is The Sawgrass Group, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 3906 East Tamiami Trail, Naples, Florida 33962.

THIRD: The mailing address, wherever located, of the corporation is 3906 East Tamiami Trail, Naples, Florida 33962.

FOURTH: The number of shares that the corporation is authorized to issue is One Hundred (100), all of which are of a par value of \$.01 each and are of the same class and are to be Common Shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 3906 East Tamiami Trail, Naples, Florida 33962. The name of the initial registered agent of the corporation at the said registered office is Russell E. Slean. The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

Name

Address

Russell E. Slean

4210 Sanctuary Way
Bonita Springs, Florida 34134

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any shares of the corporation, which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, is the sale of furniture, and the corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by constitution of law.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

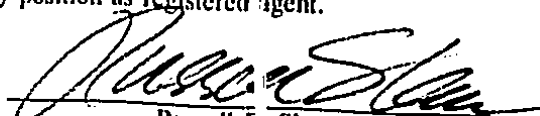
ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The corporate existence of the corporation shall begin on August 30, 1996.

Signed on August 8, 1996.


Russell E. Slean, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Russell E. Slean

Date: 8.8.96