



H. N. RAMCHARITAR INC.

• MONTHLY WRITE-UP • QUARTERLY P/R TAXES • PAYROLL SERVICES • ACCOUNTING • TAX SERVICES • INDIVIDUAL • SMALL BUSINESS • CORPORATION • PARTNERSHIP

P96000076406

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

200001949622
-09/17/96--01143--018
****122.50 ****122.50

Dear Sir/Madam

Please find enclosed a check for One hundred and twenty-two dollars and fifty cents (\$122.50) and the ARTICLES OF INCORPORATION for FUTONS & FURNITURE WAREHOUSE, INC.

This check is for the following -

Filing Fees	\$ 35.00
Certified Copy	52.00
Registered Agent Designation	35.00

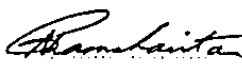
	\$122.50
	=====

FUTONS & FURNITURE WAREHOUSE, INC. Will be a corporation for profit.

Ms. Bobbie Eld Ridge

I am enclosing a RETURN ADDRESSED FEDERAL EXPRESS AIR BILL, please use to return the corporation documents. Postage will be paid by receiver.

Sincerely,


Hilton N. Ramcharitar

September 11, 1996

Handwritten note:
J. J. D. Sep 15, 1996
J. J. D. 10/1/96

Handwritten note:
9/13
J. J. D.

**ARTICLES OF INCORPORATION
OF
FUTONS & FURNITURE WAREHOUSE, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate to form a corporation under the laws of the State of Florida and hereby does adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is: FUTONS & FURNITURE WAREHOUSE, INC.

ARTICLE II.

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of FURNITURE Wholesale and Retail Sales and Services, to purchase, lease, rent or otherwise acquire suitable property, and to buy and sell any and all commodities in connection with such operations. To establish franchises or subsidiaries or otherwise expand this business, as may seem fit by the Directors.

This corporation is organized for the purpose of carrying on and conducting any business or businesses and every act of deed pertaining thereto, either directly or indirectly, which can lawfully be done under the laws of the State of Florida, and to such engage in and carry on said business or businesses in Florida or in any other State of the United States of America, Territory or Nation.

ARTICLE III.

The maximum number of shares of this corporation shall be Ten Thousand (10,000) shares, said shares having a par value of One Dollar (\$1.00) each, and to be fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by-laws of the corporation as the corporation may, from time to time, make, and all of said shares of stock shall be paid for in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE IV.

The amount of Capital with which this Corporation will begin business will not be less than: One Thousand Dollars (\$1,000.).

ARTICLE V.

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI.

The initial post office address of the principal office of this corporation in the State of Florida is:

7901 NE 2nd. AVENUE
MIAMI, FL. 33138

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 13 PM 12:34

ARTICLE VII.

This Corporation shall have TWO Directors Initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII.

The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

AZEEZ UDDEEN
735 NE 86th. STREET
MIAMI, FL. 33138

AWAD NARINE FAGU
9401 NW 17 AVENUE
MIAMI, FL. 33147

ARTICLE IX.

The names and addresses of the officers who are to conduct the businesses of this Corporation until those elected at the first election are as follows:

President:
AZEEZ UDDEEN
735 NE 86 STREET
MIAMI, FL. 33138

Secretary/Treasurer:
AWAD NARINE FAGU
9401 NW. 17th. AVENUE
MIAMI, FL 33147

ARTICLE X.

The following person has been named by this Corporation to accept service of process within the State of Florida:

AZEEZ UDDEEN
735 NE 86 STREET
MIAMI, FL. 33138

ARTICLE XI.

The name and address of the person signing these Articles is:
AZEEZ UDDEEN
735 NE 86 STREET
MIAMI, FL. 33138

ARTICLE XII.

This Corporation reserves the right to amend or repeal any provisions contained in these "ARTICLES OF INCORPORATION" or any amendments thereto 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 11th day of September, 1996.

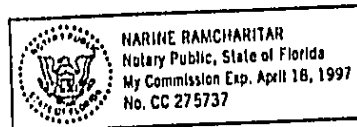
Azeez Uddeen
Azeez Uddeen
Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11 day of September, 1996, by Azeez Uddeen who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE No. U 550-000-70-430-0 as identification and who did take an oath.

WITNESS my hand and official seal.

Narine Ramcharitar
NARINE RAMCHARITAR
Notary Public, State of Florida.



My Commission Expires: APRIL 18, 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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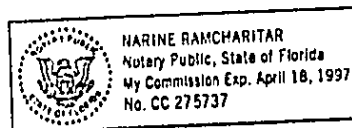
ACKNOWLEDGMENT OF REGISTERED AGENT.

Having been named to accept service of process for the above Corporation, at the place designated on this certificate, I hereby accept this appointment as REGISTERED AGENT of FUTONS & FURNITURE WAREHOUSE, INC.

SIGNATURE: *Azeez Uddeen*
AZEEZ UDDEEN
(REGISTERED AGENT)

DATE: September 11, 1996

Narine Ramcharitar
NARINE RAMCHARITAR
Notary Public,
State of Florida.



My Commission Expires: April 18, 1997.