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P96000100950

ACCOUNT NO. : 072100000032

REFERENCE : 187461 9632A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 13, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 187461-005

CUSTOMER NO: 9632A

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-12/13/96--01047--025  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Charles Dayhoff, Esq  
CHARLES S. DAYHOFF, III, ESQ

Suite 150  
3830 Tampa Road  
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: CAROLINA SOFA FACTORY OF ST.  
PETERSBURG, 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:

FILED  
96 DEC 13 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 13 PM 12:11  
DIVISION OF INCORPORATION

ARTICLES OF INCORPORATION  
OF

CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC.

FILED  
96 DEC 13 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 7201 Glenwood Avenue, Raleigh, North Carolina 27612. The mailing address of the corporation is 7201 Glenwood Avenue, Raleigh, North Carolina 27612.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III  
3830 Tampa Road, Suite 150  
Palm Harbor, Florida 34684

7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
GERALD W. HELMS	7201 Glenwood Avenue Raleigh, NC 27612

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GERALD W. HELMS	7201 Glenwood Avenue Raleigh, NC 27612

9. **Amendment of Articles.** 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.

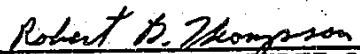
IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation this 12 day of  
December, 1996.

  
GERALD W. HELMS  
INCORPORATOR

  
CHARLES S. DAYHOFF III  
REGISTERED AGENT

STATE OF NORTH CAROLINA )  
COUNTY OF )

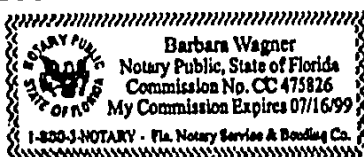
THE FOREGOING INSTRUMENT was acknowledged before me this  
12<sup>th</sup> day of December, 1996, by GERALD W. HELMS, who is  
personally known to me or who has produced a North Carolina  
driver's license as identification and who did take an oath.

  
NOTARY PUBLIC - STATE OF  
NORTH CAROLINA  
Print Name: Robert B. Thompson

My Commission Expires: 10/22/2000

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

THE FOREGOING INSTRUMENT was acknowledged before me this  
10<sup>th</sup> day of December, 1996, by CHARLES S. DAYHOFF III, who is  
personally known to me or who has produced a Florida driver's  
license as identification and who did take an oath.



  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: BARBARA WAGNER

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
96 DEC 13 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of St. Petersburg, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: December 12, 1996.


CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC.,  
a Florida corporation

By: 

Gerald W. Helms, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 10, 1996.

  
CHARLES S. DAYHOFF III  
REGISTERED AGENT