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January 29, 1998

VIA FEDERAL EXPRESS

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

300002417573--6  
-01/30/98--01097--003  
\*\*\*\*175.00 \*\*\*\*\*35.00

Re: Articles of Dissolution of:  
Carolina Sofa Factory of Tampa, Inc.  
Carolina Sofa Factory of Sarasota, Inc.  
Carolina Sofa Factory of St. Petersburg, Inc.  
Carolina Sofa Factory of Palm Harbor, Inc.  
Carolina Sofa Factory of New Port Richey, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Dissolution for each of the above named corporations to be dissolved in Florida.

Please file each original and return each conformed copy to me. I enclosed a check made payable to Florida Department of State in the amount of \$175 in complete payment of the filing fees (\$35 each).

Please call me if you have any questions concerning this matter. Thank you for your assistance.

Very truly yours,

*Blanche S. Berkowitz*

Blanche S. Berkowitz  
Legal Assistant

/bsb  
Enclosure  
cc: Michael R. Abel

*Deiss*

*NFT 2-3-98*

FILED  
98 JAN 30 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC.

FILED

98 JAN 30 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

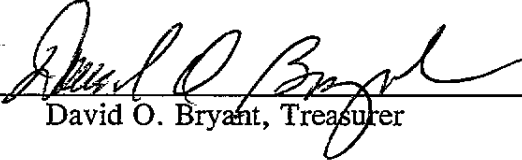
Pursuant to Section 607.1403 of the Corporation Law of Florida, the undersigned corporation hereby submits the following Articles of Dissolution for the purpose of dissolving the corporation pursuant to action by its directors and shareholders:

1. The name of the corporation is Carolina Sofa Factory of St. Petersburg, Inc.
2. The dissolution was authorized by written consent of the sole shareholder of the corporation dated December 31, 1997.
3. The dissolution having been authorized by the sole shareholder of the corporation, the number of shareholder votes cast was sufficient for dissolution.

This the 27<sup>th</sup> day of January, 1998.

CAROLINA SOFA FACTORY OF ST. PETERSBURG, INC.

By: \_\_\_\_\_

  
David O. Bryant, Treasurer