

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE

1-22-97

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AMP \_\_\_\_\_

WALK-IN Will Pick Up 127 1200

RE: Carls Furniture of  
Start, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1 Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search	900002067839-8	
Driving Record	-01/24/97-01026-022	
Document Retrieval	*****70.00	*****70.00
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

RECEIVED  
 97 JAN 24 AM 10:23  
 DIVISION OF CORPORATION  
 TALLAHASSEE, FLORIDA  
 FILED  
 97 JAN 24 PM 12:01  
 SECRETARY OF STATE

EFFECTIVE DATE

1-22-97

ARTICLES OF INCORPORATION  
OF  
CARL'S FURNITURE OF STUART, INC.

FILED  
97 JAN 24 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is CARL'S FURNITURE OF STUART, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 399 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33432, and the name of the initial Registered Agent at that address is Benjamin S. Kennedy, Jr.

#### ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Benjamin S. Kennedy, Jr.	399 W. Palmetto Park Road Suite 106 Boca Raton, Florida 33432

#### ARTICLE SEVEN

7.01 Four (4) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Myron Baker	6650 N. Federal Hwy. Boca Raton, FL 33487
Robert Dragin	6650 N. Federal Hwy. Boca Raton, FL 33487
Jeff Baker	6650 N. Federal Hwy. Boca Raton, FL 33487
Fred Friedman	6650 N. Federal Hwy. Boca Raton, FL 33487

#### ARTICLE EIGHT


8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

#### ARTICLE NINE

9.01 The effective date of this corporation shall be January 22, 1997.

IN WITNESS WHEREOF, the undersigned has made and subscribed  
these Articles of Incorporation this 23 day of January, 1997.

By:

  
Benjamin S. Kennedy, Jr.  
Incorporator

kennedyben\docs\artcfos.bsk

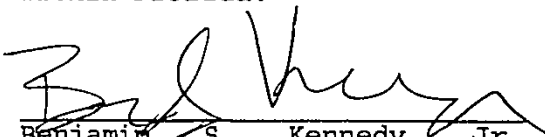
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
93 JAN 24 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,  
following is submitted:

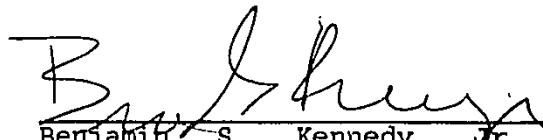
First, that CARL'S FURNITURE OF STUART, INC., desiring to  
organize or qualify under the laws of the State of Florida, with  
its principal place of business at 399 W. Palmetto Park Road, Suite  
106, Boca Raton, Florida 33432.

Second, named Benjamin S. Kennedy, Jr., located at 399 W.  
Palmetto Park Road, Suite 106, Boca Raton, Florida 33432, as its  
Agent to accept service of process within Florida.

  
Benjamin S. Kennedy, Jr.  
Incorporator

Date: January 23, 1997

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate, I  
hereby agree to act in this capacity and I further agree to comply  
with provisions of all Statutes relative to the proper and complete  
performance of my duties.

  
Benjamin S. Kennedy, Jr.,  
Registered Agent

Date: January 23, 1997