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ACCOUNT NO. : 072100000032

REFERENCE : 254213 9632A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 4:09

ORDER DATE : February 10, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 254213-005

CUSTOMER NO: 9632A

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-02/10/97--01027--009
****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 NEW
PORT RICHEY, 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: Tonya C. Holliday

EXAMINER'S INITIALS: *2/10*

*P97
13049*

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TALLAHASSEE, FL 32304

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**ARTICLES OF INCORPORATION
OF**

CAROLINA SOFA FACTORY OF NEW PORT RICHEY, INC.

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 NEW PORT RICHEY, 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 100,000 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 7 day of February, 1997.

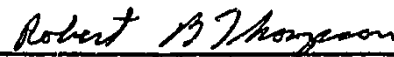

GERALD W. HELMS
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF NORTH CAROLINA)

COUNTY OF)

THE FOREGOING INSTRUMENT was acknowledged before me this 7th day of February, 1997, 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.

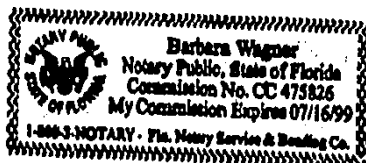

NOTARY PUBLIC - STATE OF
NORTH CAROLINA
Print Name: ROBERT B. THOMPSON

My Commission Expires: 10-22-2000

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of February, 1997, 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 4:10

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

1. That CAROLINA SOFA FACTORY OF NEW PORT RICHEY, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of New Port Richey, 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: February 7, 1997.

CAROLINA SOFA FACTORY OF NEW PORT RICHEY, 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: February 6th, 1997.


CHARLES S. DAYHOFF III
REGISTERED AGENT