

PP 7000020441

Southeast Furniture Corp.

218 S. Bumby Avenue
Orlando, FL 32803

2-26-97

February 25, 1997

Florida Department of State
Division of Corporations
Bureau of Corporation Records
Charter Section
P. O. Box 6327
Tallahassee, FL 32314

900002101229--0
-02/28/97--11077--010
****122.50 ****122.50

Gentlemen:

Enclosed please find our check as payment for the following fees relative to our incorporation:

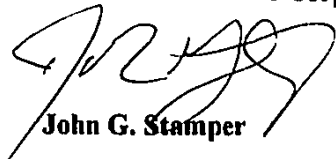
Filing Fee	\$ 35.00
Registered Agent	35.00
Certified fee	<u>52.50</u>
Total	\$122.50

FILED
FEB 28 AM 8 18
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Please return all documents to this office upon recording.

Sincerely,

Southeast Furniture Corp.


John G. Stamper

3697
TJB

Enclosures: Articles of Incorporation
Check # 7115

ARTICLES OF INCORPORATION

2/26/97

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is
Southeast Furniture Corp.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

DURATION

The corporation shall commence existence as of the date of execution of these articles.
The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares. All shares shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of a majority of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is:

**218 S. Bumby Avenue
Orlando, FL 32803**

and the name of the initial registered agent at such address is:

John G. Stamper

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTIONS

The initial subscribers to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

John G. Stamper	510 Shares
3670 Old Oak Court	
Orlando, FL 32812	

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE TEN
INCORPORATORS

The names and addresses of the incorporators are:

**John G. Stamper
3670 Old Oak Court
Orlando, FL 32812**

ARTICLE ELEVEN
AMENDMENTS

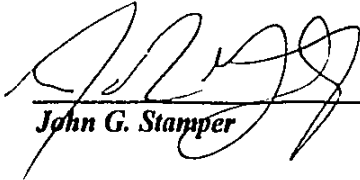
The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation, or any amendment hereto, but only by the vote of a majority of the outstanding shares of this corporation.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is:

**218 S. Bumby Avenue
Orlando, FL 32803.**

In witness whereof, the undersigned incorporators have executed these articles of this the 26th day of February, 1997.

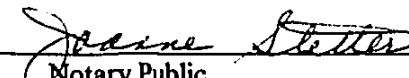


John G. Stamper

State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **John G. Stamper**, to me known to be the person(s) described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 26th day of February, 1997.



Notary Public
My commission expires:



JOANNE STETTER
My Commission CC433163
Expires Jan 12, 1999
Bonded by HAI
800-422-1555

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state; naming agent upon whom process may be served and names and addresses of the officers and directors.

In compliance with chapter 48.091 for the Florida Statutes, the following is submitted:

Southeast Furniture Corp.

a corporation organizing under the laws of the State of Florida with its principal office at:

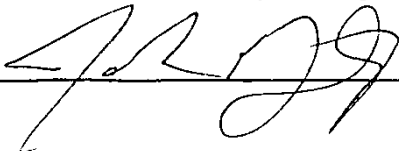
**218 S. Bumby Avenue
Orlando, FL 32803**

has named the following as its agent to accept service process within the state:

**John G. Stamper
218 S. Bumby Avenue
Orlando, FL 32803**

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

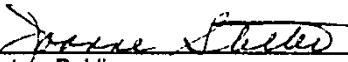


John G. Stamper

State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **John G. Stamper**, to me known to be the person described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 26th day of February, 1997.



Notary Public
My commission expires:



JOANNE STETTER
My Commission CC433163
Expires Jan 12, 1999
Bonded by HAI
800-422-1666

FILED
97 FEB 28 AM 8 18
STATE OF FLORIDA
TALLAHASSEE