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LAW OFFICES
FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH BISCAYNE BOULEVARD
Miami, Florida 33131

TELEPHONE (305) 982-1555
FACSIMILE (305) 982-1550
WEB SITE: <http://www.fl-s.com>
E-MAIL: fls@fl-s.com

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.

KENNETH R. DREYFUSS

OF COUNSEL
ROBERT E. DADY, P.A.

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO:
HANZMAN CRIDEN
KORGE & CHAYKIN, P.A.

January 7, 1998

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-01/12/98-01026-009
*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Total Furniture Designs, Inc.

Gentlemen:

Enclosed you will find original and one copy of the Articles of Dissolution of Total Furniture Designs, Inc. Also enclosed is our check in the sum of \$87.50, representing the filing fees.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,



Paul A. Lester

PAL/cs

Encl.

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FILED
98 JAN 12 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 13 1998

ARTICLES OF DISSOLUTION
OF
TOTAL FURNITURE DESIGNS, INC.

FILED
98 JAN 12 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, David Landau, being the President of Total Furniture Designs, Inc., hereby certifies and states that:

1. The name of the Corporation is Total Furniture Designs, Inc. (hereinafter referred to as the "Corporation").

2. The name and respective addresses of the officers and directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David Landau	President	1200 Stirling Road, Ste. 3B Dania, Florida 33004

3. Adequate provision has been made to pay or discharge all of the debts, obligations and liabilities of the Corporation.

4. All of the remaining property and assets of the Corporation have been distributed to its remaining shareholders, David Landau and Stanley Blitstein.

5. There are no actions pending against the Corporation in any court.

6. Annexed hereto as Exhibit A is a copy of the Resolution to Dissolve, which Resolution was adopted on November 19 1997, by a number of shareholders owning a majority of the outstanding common stock. The number of votes cast in favor was sufficient for approval pursuant to Florida Statute §607.1403.

IN WITNESS WHEREOF, the undersigned Corporation has executed these Articles of
Dissolution on this 19th day of November, 1997.

TOTAL FURNITURE DESIGNS, INC.

By:

David Landau
David Landau, President

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David Landau, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution on behalf of Total Furniture Designs, Inc., as the acting President, and he acknowledged before me that he executed such Articles of Dissolution for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18th day of December, 1997.

Paul A. Lester
NOTARY PUBLIC, State of Florida

Print Notary's Name: _____

Notarial Seal:

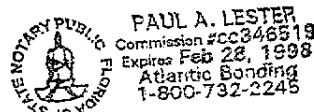


EXHIBIT A

RESOLUTION TO DISSOLVE

RESOLVED: That this Corporation be dissolved in accordance with the applicable laws of the State of Florida and, in connection therewith, the proper officers of the Corporation be, and they hereby are, authorized to execute and to file with the Department of State of the State of Florida Articles of Dissolution of the Corporation.

MINUTES OF SPECIAL JOINT MEETING
OF
SHAREHOLDERS AND DIRECTORS
OF
TOTAL FURNITURE DESIGNS, INC.

The special joint meeting of the shareholders and directors of Total Furniture Designs, Inc., was held at 200 S. Biscayne Blvd.
Miami, Florida 33131 David Landau, a director of the Corporation, called the meeting to order.

On motion duly made, seconded and carried, David Landau was elected Chairman of the meeting.

The Chairman and Secretary accepted their respective offices and proceeded with the discharge of their duties.

The Secretary announced that the directors present constituted all of the directors of the Corporation and that a representative of the shareholder of the Corporation, David Landau, was present. Thereupon, the Chairman declared that the meeting was duly constituted and in compliance with the Florida Statutes.

A written waiver of notice of the time, place and purposes of holding the present meeting, signed by the shareholders and directors of the Corporation, was then presented and read by the Secretary, and it was ordered filed with the minutes of the meeting as Exhibit A.

The Chairman stated it would be in order to consider and, if found appropriate, adopt resolutions with respect to the liquidation and dissolution of the Corporation. The Chairman presented to the meeting a proposed Plan of Complete Liquidation, pursuant to which all of the Corporation's assets subject to all of its liabilities would be distributed to the remaining shareholders of the Corporation, David Landau and Stanley Blitstein. The Chairman directed that a copy of said

Plan, after initialing by the Secretary of the meeting, be filed with the minutes of the meeting as Exhibit B. After discussion and upon motion duly made and seconded, the following preamble and resolutions were unanimously adopted:

WHEREAS, it is deemed advisable to adopt a Plan of Complete Liquidation of this Corporation and to distribute to the remaining shareholders of this Corporation, David Landau and Stanley Blitstein, all of the assets of the Corporation subject to all of its liabilities;

NOW, THEREFORE, it is

RESOLVED: That the Plan of Complete Liquidation of this Corporation in the form presented to this meeting, pursuant to which the Corporation would be liquidated under Section 331 of the Internal Revenue Code of 1954 and the Corporation's assets subject to all of its liabilities would be distributed to the Corporation's remaining shareholders, David Landau and Stanley Blitstein, forthwith be, and the same hereby is, approved and adopted; and it was further

RESOLVED: That there be, and it hereby is, declared as a first and final distribution in complete cancellation and redemption of the capital stock of the Corporation, pursuant to the aforesaid Plan of Complete Liquidation, a distribution of all of the assets of this Corporation, subject to all of its liabilities, said assets to be distributed forthwith to the stockholders of record of this Corporation as of the close of business on this date; and it was further

RESOLVED: That this Corporation be dissolved in accordance with the applicable laws of the State of Florida and, in connection therewith, the proper officers of the Corporation be, and they hereby are, authorized to execute and to file with the Department of State of the State of Florida Articles of Dissolution of the Corporation; and it was further

RESOLVED: That in order to carry out the intent and purposes of the foregoing resolutions, the proper officers of this Corporation, or any one of them, be, and they hereby are, authorized and directed, for and on behalf of the Corporation, to execute such documents and papers, to take such other and further action and to pay any and all expenses as may be necessary or desirable to carry out the intent and to accomplish the purposes of the foregoing resolutions and each of them.

There being no further business to come before this meeting, the meeting was, upon motion
duly made and seconded, adjourned.

DATED: November 19, 1997.



David Landau

EXHIBIT "A"

Nov. 6th 1997

REVISED AND CORRECTED
NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
AND STOCKHOLDERS

OF

TOTAL FURNITURE DESIGNS, INC.

The undersigned, as Directors and Majority Shareholders of TOTAL FURNITURE DESIGNS, INC. (the "Corporation") hereby formally notifies all Directors and Stockholders that a special meeting of the Board of Directors and Stockholders of the Corporation is scheduled to take place on 11-19-97, 1997 at 11:00 A.M. at the offices of PAUL A. LESTER P.A.
FIRST UNION FINANCIAL CENTER, SUITE 2100
200 SOUTH BISCAYNE BLVD, MIAMI, FL 33131

Attached to this Notice is a copy of the proposed agenda for the meeting in accordance with the applicable By-Laws of the Corporation. Notice has been provided within an appropriate period set forth in the By-Laws of the Corporation, and a copy of this Notice has been forwarded to each Director and Stockholder at his or her last known business address.


David Landau Shareholder

Notice of meeting confirmed:



David Landau Director

EXHIBIT B

PLAN OF COMPLETE LIQUIDATION
OF
TOTAL FURNITURE DESIGNS, INC.

Total Furniture Designs, Inc., a Florida corporation (the "Corporation"), in accordance with resolutions adopted at a combined special meeting of its stockholders and Board of Directors, shall be completely liquidated under Section 331 of the Internal Revenue Code of 1954.

Said complete liquidation shall be accomplished by distributing all the assets of the Corporation subject to all of its liabilities in complete cancellation and redemption of all of the stock of the Corporation, in a distribution to be made and completed forthwith.