

3/25/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: HOMELIFE DISTRIBUTORS, INC.  
AUDIT NUMBER.....H97000004985  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
HomeLife Distributors, Inc.

### Article II. Address

The mailing address of the Corporation is:  
HomeLife Distributors, Inc.  
4770 Biscayne Boulevard, Suite 950  
Miami FL 33137

EFFECTIVE DATE

3/25/97

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131

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### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Lisa B. Cicero  
Mathew J. Cicero

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez | FL Bar Member 989444  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131  
305-377-1218 • Fax 305-358-7601

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jose A. Rodriguez  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 25, 1997

The undersigned incorporator executed these Articles of Incorporation on March 25, 1997



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JOSE A. RODRIGUEZ  
by L.A. Uriarte as attorney-in-fact

Jose A. Rodriguez | FL Bar Member 989444  
Law Office of Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131  
305-377-1218 • Fax 305-358-7601

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

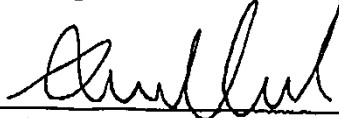
HomeLife Distributors, Inc.

**REGISTERED AGENT/OFFICE:**

Jose A. Rodriguez  
777 Brickell Avenue, Suite 950  
Miami FL 33131

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ  
Luis A. Uriarte, Vice President

Date: 3/25/97

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