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TRANSMITTAL LETTER

Department of State Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4-5-97

SUBJECT: A & S WHOLESALE FURNITURE, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$122.50 Filing Fee and Certified Copy

FROM: ANNEE DALTON
154 S. SEMORAN BLVD.
ORLANDO, FLORIDA 32807
407.658-2676 Daytime Phone Number

PROVIDED IS THE ORIGINAL AND ONE COPY OF THE ARTICLES.

FILED
97 APR 11 11:32
TALLAHASSEE, FL

APR 14 1997
[Signature]

**ARTICLES OF INCORPORATION
OF
A&S WHOLESALE FURNITURE, INC.**

97 FILED
APR 11 11:30
EFFECTIVE DATE
4-5-97

KNOWN ALL MEN BY THESE PRESENT: That the undersigned incorporators, for the purpose of forming a corporation for the transaction of business, under the provisions of the Florida Business Corporation Act (Chapter 607, Florida Statutes), hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be and is **A&S WHOLESALE FURNITURE, INC.**

ARTICLE II

The principle place of business shall be **154 S. Semoran Blvd. Orlando, Florida 32807** and the mailing address is **154 S. Semoran Blvd. Orlando, Florida 32807.**

ARTICLE III

The aggregate number of shares that the corporation is authorized to have outstanding at any one time is **One Thousand (1,000)**, all of which shall be of **one and the same class** and each of which shall be of the par value of **\$1.00 per share.**

ARTICLE IV

The name and address of the initial registered agent is:

**Annee Dalton
154 S. Semoran Blvd.
Orlando, Florida 32807**

ARTICLE V

The duration of the corporation shall be and is perpetual. And the date and time of the commencement of the corporation's existence shall be and is April 5, 1997.

ARTICLE VI

The general purpose for which the corporation initially organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE VII

There shall be one director constituting the initial Board of Directors of the Corporation. Additional directors may be elected as deemed necessary upon approval by the Board of Directors.

ARTICLE VIII

The name and street address of the incorporator to these Article of Incorporation is:

**Annee Dalton
154 S. Semoran Blvd.
Orlando, Florida 32807743**

**The undersigned incorporator has executed these Articles of
Incorporation this the 10th day of April 19 97**


Annee Dalton

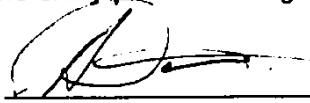
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **A&S Wholesale Furniture, Inc.**
2. The name and address of the registered agent and office is:

**Annee Dalton
154 S. Semoran Blvd.
Orlando, Florida 32807743**

Having been named as registered agent and to accept service of process for the above stated 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.

Signed:  _____

on 4/10/97 97

FILED
APR 11 1997
TALLAHASSEE, FLORIDA