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LETTER OF TRANSMITTAL

97 MAY 30 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10, 1997

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

700002178277--9
-05/14/97--01073--013
****122.50 ****122.50

Re: B.C. Furniture Resource, Inc. D/B/A Country and Casual II
featuring Lexington Furniture

Gentleman:

Enclosed please find the original and one copy of the Articles of Incorporation, together
with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and
Fee for Registered Agent Designation for the above named corporation.

Fic bel
to
H. Ida DeLisi
230 S Bowline Rd
Deerfield
Beh, FL 33442
Suite 4

Very truly yours,



Barry D. Clarke, President

B.C. Furniture Resource, Inc. D/B/A Country and
Casual II featuring Lexington Furniture
6326 N.W. 23rd Street
Boca Raton, FL 33434
561-487-8555

5/30/97 11490
5/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

BARRY D. CLARKE
6326 NW 23RD ST
BOCA RATON, FL 33434

SUBJECT: B.C. FURNITURE RESOURCE, INC.
Ref. Number: W97000011490

We have received your document for B.C. FURNITURE RESOURCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 497A00026517

**ARTICLES OF INCORPORATION
OF
B.C. FURNITURE RESOURCE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME.**

The name of this corporation is B.C. FURNITURE RESOURCE, INC.

**ARTICLE II.
MAILING ADDRESS**

The mailing address of this corporation is 6326 N W 23rd Street, Boca Raton, FL 33434.

**ARTICLE III.
PRINCIPAL OFFICE.**

The principal place of business of this corporation is 2868 PERSHING STREET, HOLLYWOOD, Florida 33020.

**ARTICLE IV.
CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

**ARTICLE V.
INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is Barry Clarke, 6326 N W 23rd Street, Boca Raton, Florida 33434.

**ARTICLE VI.
INCORPORATORS.**

The names and street addresses of the incorporators to these articles of incorporation are:

Barry Clarke
6326 N W 23rd Street
Boca Raton, Florida 33434

Beverly Clarke
6326 N W 23rd Street
Boca Raton, Florida 33434

ARTICLE VII
OPTIONAL PROVISIONS

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To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

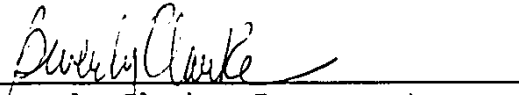
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

We the undersigned read and executed the above Articles of Incorporation on this 10th day of May, 1997, and that they are true and correct to the best of our knowledge.

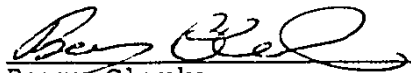


Barry Clarke, Incorporator



Beverly Clarke, Incorporator

I hereby am familiar with and accept the duties and responsibilities as a registered agent for said corporation.



Barry Clarke
6326 N W 23rd Street
Boca Raton, Florida 33434
561-487-8555

State of Florida, County of Broward:

Subscribed and sworn to before me this 22nd day of May, 1997.



Hilda F. DeLisi
MY COMMISSION # CC820348 EXPIRES
March 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Hilda F. DeLisi, Notary Public