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RICHARD P. MARKS (1876-1942)
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FRANCIS P. CONROY, II (1912-1991)
DOROTHY E. GIBBS (1917-1992)

P 97000049855

May 30, 1997

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

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-06/04/97--01036--004
****122.50 ****122.50

Re: Articles of Incorporation of Wood You West Orlando, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent's Certificate for the above-captioned corporation. Please file the original of these documents and return a certified copy of the Articles and the Agent's Certificate receipt stamped to this office. Our check in the amount of \$122.50 is enclosed to cover filing costs.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact us.

Yours very truly,

MARKS, GRAY, CONROY & GIBBS, P.A.


Gerald W. Weedon

GWW/rsv
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
WOOD YOU WEST ORLANDO, INC.**

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is WOOD YOU WEST ORLANDO, INC. Its principal place of business is 7204 West Colonial Drive, Orlando, Florida 32818.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of selling furniture and related products and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 N. Liberty Street, Jacksonville, Florida 32206, and the name of the initial registered agent of this corporation at that address is Charles Blankenship. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles Blankenship	2320 N. Liberty Street Jacksonville, Florida 32206
Helen W. Blankenship	2320 N. Liberty Street Jacksonville, Florida 32206

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Charles Blankenship	2320 N. Liberty Street Jacksonville, Florida

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and

affixed his seal this 28th day of May, 1997.

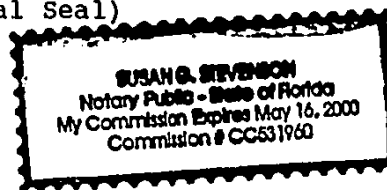
Charles Blankenship (SEAL)
Charles Blankenship, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Charles Blankenship, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Wood You West Orlando, Inc., and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 28th day of May, 1997.

Susan H. Stevenson
Notary Public, State of Florida
at Large
My Commission Expires: _____
(Notarial Seal)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WOOD YOU WEST ORLANDO, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Wood You West Orlando, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2320 N. Liberty Street, Jacksonville, Florida, 32206.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 28th day of May, 1997.


Charles Blankenship
Registered Agent

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