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TERESA97 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

6-9-97

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: BISCAYNE FURNITURE AND DESIGN, INC. AUDIT NUMBER.....H97000009726 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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EFFECTIVE DATE  
6-9-97

**ARTICLES OF INCORPORATION  
OF  
BISCAYNE FURNITURE AND DESIGN, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 13 AM 9:45

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**ARTICLE I - NAME**

The name of this Corporation is BISCAYNE FURNITURE AND DESIGN, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is 2006 Biscayne Blvd. Miami, FL 33137. The name and address of the Registered Agent is CRYSTAL V. HOVER, 525 N.E. 18th Street, Ft. Lauderdale, FL 33305.

SHARI L. MCCARTNEY, ESQ.  
P.O. BOX 030343  
FT. LAUDERDALE, FL. 33303  
954-525-2410  
FLA. BAR #998732

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### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Directors of the Corporation are as follows:

1. William Ledford 18 N.E. 42 Street, Miami FL 33137
2. Rick Owens 1800 Collins Avenue, Miami Beach, FL 33139
3. Crystal V. Hover 825 N.E. 18th Street, Ft. Lauderdale, FL 33305

### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

CRYSTAL V. HOVER, 825 N.E. 18th Street, Ft. Lauderdale, FL 33305

### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the Shareholder is subject to this reservation.

### ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

  
CRYSTAL V. HOVER, Incorporator

BEFORE ME, the undersigned authority, personally appeared CRYSTAL V. HOVER, who having been duly sworn, has executed the Articles of Incorporation this 9<sup>th</sup> day of June, 1997, and produced FL D.A.L.# 4150-118-01-713 as identification.

My commission expires:



  
NOTARY PUBLIC, STATE OF FLORIDA

Brian McCartney  
PRINT NAME

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

PURSUANT TO THE PROVISIONS OF SECTION 607., 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: BISCAYNE FURNITURE AND DESIGN, INC.
2. The name and address of the registered agent and office is:


Cystal V. Hoyer.  
(name)

825 N.E. 18th Street  
(address)

Ft. Lauderdale, FL 33305  
(city/state/zip)

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TALLAHASSEE, FLORIDA

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.

  
(signature)

6/9/97  
(date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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