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7/16/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: FACTORY FURNITURE R US, INC.

AUDIT NUMBER.....H97000011624

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

on 7/17/97

ARTICLES OF INCORPORATION  
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

*Factory Furniture R US Inc*

The principal place of business of this corporation shall be:

*7947 N.W. 2nd St Miami, FL 33126*

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: *500 at \$1.00*

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

*Homero Meruelo : President*  
*Belinda Meruelo : Secretary - Treasury*  
*7913 N.W. 2nd Street*  
*Miami FL 33126*

Prepared by: Homero Meruelo  
7913 N.W. 2nd St. Miami, FL 33126  
(305) 264-1424

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

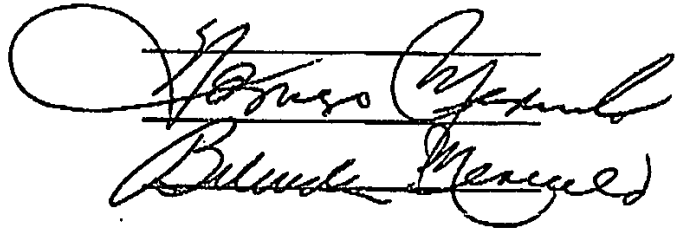
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Homero Meruelo & Belinda Meruelo  
7913 N.W. 2nd St.  
Miami FL 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16<sup>th</sup> day of July, 1997.

Signature(s) of Incorporator(s)

  
The block contains two handwritten signatures. The first signature is 'Homero Meruelo' and the second is 'Belinda Meruelo'. Both signatures are written in cursive and are placed over horizontal lines.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**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:

Factory Furniture  
R US, Inc.

2. The name and address of the registered agent and office is:

Homero Miquel 7913 N.W 2nd  
St. Miami FL 33126

SIGNATURE

TITLE

DATE

Homero Miquel  
Pres.  
07/16/97

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND A AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Homero Miquel  
07/16/97

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