

P97000077834

Beth A. Culbertson, EA
5390 Hoffner Avenue
Orlando, FL 32812

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

500002286695--3
-09/08/97--01039--003
*****70.00 *****70.00

RE: Rooms For Less Furniture Outlet Co,

August 22, 1997

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL ARTICLES OF CORPORATION AND A
COPY, TOGETHER WITH A CHECK IN THE AMOUNT OF \$70.00.

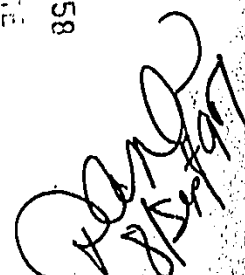
THIS REPRESENTS THE COST OF THE FILING FEES AND THE FEE FOR THE
REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SINCERELY,



Beth A. Culbertson, EA
5390 Hoffner Avenue
Orlando, FL 32812

FILED
97 SEP -8 AM 11:58
TALLAHASSEE, FLORIDA
STATE



ARTICLES OF INCORPORATION
of
Rooms For Less Furniture Outlet Co.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the corporation is:

Rooms For Less Furniture Outlet Co.

The corporate address is:

2555A Colonial Drive
Orlando, FL 32804

The mailing address is:

6030 Susan Court
Orlando, FL 32835

ARTICLES II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: Beth A. Culbertson
ADDRESS: 5390 Hoffner Avenue
CITY: Orlando, FL 32812

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 name and address of the initial directors of the corporation are as follows:

NAME: Jerry McCoy
ADDRESS: 6030 Susan Court
CITY: Orlando, FL 32835

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

NAME: Caroline Bell
ADDRESS: 5390 Hoffner Avenue
CITY: Orlando, FL 32812

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of August, 1997.

Caroline Bell

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Caroline Bell, personally known by me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this First (1st) day of August, 1997.

Mary Louise E. Hudie

Mary Louise E. Hudie
Notary Public, State of Florida at Large



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

OF

Rooms For Less Furniture Outlet Co.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Beth A. Culbertson, registered agent

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TALLAHASSEE, FLORIDA