

P97000087231



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559291 8657A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pignatelli*

ORDER DATE : October 9, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 559291-005

CUSTOMER NO: 8657A

000002315940--3

CUSTOMER: Ms. Stephanie O'dell  
RAMSEY W. DULIN, ESQ

201 S. Orange Avenue, Ste 1090  
Signature Plaza  
Orlando, FL 32801

DOMESTIC FILING

NAME: SEALE GROUP, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
97 OCT -9 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT -9 AM 9:55  
DIVISION OF CORPORATION

SN OCT - 9 1997

**ARTICLES OF INCORPORATION  
OF  
SEALE GROUP, INCORPORATED**

**FILED**

97 OCT -9 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be SEALE GROUP, INCORPORATED.

**ARTICLE II  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purposes of the corporation are:

- (a) To engage in the business of the wholesale and retail sale of furniture products,
- (b) To engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000) shares, all of which shall be common shares with a par value of one dollar (\$1.00).

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 201 S. Orange Avenue, Suite 1090, Orlando, Florida 32801. The name of the initial registered agent at such

address is Ramsey W. Dulin.

**ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the corporation shall be 3021 John Young Parkway, Orlando, Florida, 32804, until otherwise designated by the corporation.

**ARTICLE VII  
DIRECTORS**

The Board of Directors of the corporation shall consist of at least one director and no more than five directors. The initial Board of Directors shall consist of the following directors, whose names and addresses are set forth below:

Bert T. Seale

3021 John Young Parkway  
Orlando, Florida 32804

Humberto Trejo

ANAHUAC 133  
Copia, Mexico 04950 D.F.

**VIII  
OFFICERS**

The corporation shall have such officers as may be provided in the bylaws of the corporation, and such officers shall be determined in the manner provided in the bylaws, and shall perform their duties during their respective terms of office as may be provided in the bylaws of the corporation.

**ARTICLE IX  
INCORPORATION**

The name and address of the incorporator of the corporation is as follows:

Ramsey W. Dulin, Esquire

201 S. Orange Avenue  
Suite 1090  
Orlando, Florida 32801

**ARTICLE X  
AMENDMENTS TO ARTICLES  
OF INCORPORATION AND BYLAWS**

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by a two-thirds (2/3) majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a two-thirds (2/3) majority vote of all outstanding shares.

IN WITNESS WHEREOF, I have subscribed my name this 8th day of October, 1997.

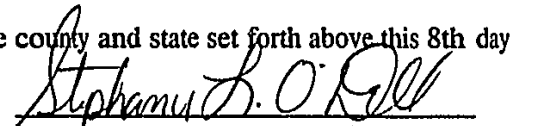


Ramsey W. Dulin, Esquire  
Incorporator

**STATE OF FLORIDA  
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Ramsey W. Dulin to me personally known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth above this 8th day of October, 1997.



Notary Public, State of Florida  
Printed Name: Stephanie L. O'Dell  
Stamp:



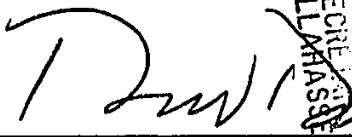
**DESIGNATION OF REGISTERED  
OFFICE AND REGISTERED AGENT**

SEALE GROUP INCORPORATED, a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates Ramsey W. Dulin, 201 South Orange Avenue, Suite 1090, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

**ACCEPTANCE**

I, Ramsey W. Dulin having been named in the foregoing designation of registered office and registered agent by SEALE GROUP INCORPORATED, a Florida corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 8th day of October, 1997.

  
\_\_\_\_\_  
Ramsey W. Dulin

**FILED**  
97 OCT -9 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA