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TRANSMITTAL LETTER

Hialeah, Nov. 18, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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*****78.75 *****78.75

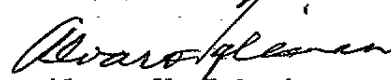
Subjet: VALUE FURNITURE CORP.

Enclosed please find herewith the original and one copy of the Articles of Incorporation, as referred above, together with a check # 1118 in the amount of \$78.75 this represents the filing fee & Certificate.

Please return to my name and address:

Alvaro V. Iglesias
95 E. 44th. St.
Hialeah, Fl. 33013-1815

Truly yours,


Alvaro V. Iglesias.

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97 NOV 20 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VALUE FURNITURE CORP.

The undersigned incorporator, for the purpose of forming a corporation under Florida General Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the incorporation: VALUE FURNITURE CORP.
The principal place of business of this corporation shall be: 1610 N.W. 95 St.
Miami, Fl. 33147

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated common shares.
The amount of capital with which this corporation may begin business shall not be less than Five Hundred Dollars (\$500.00)

ARTICLE IV TERM EXISTENCE

This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE V PLEDGE, SALE STOCK

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by-laws or written agreement amongst the stockholders which shall be on file in the office of the corporation.

ARTICLE VI INITIAL DIRECTOR

The name and street of the initial director, who shall hold office:

ENIO R. ZECENA - President
1610 N.W. 95 St.
Miami, Fl. 33147

The business of the corporation shall be managed by a Board of Directors, consisting not less than (2) two nor more than (5) five directors.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

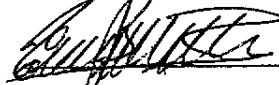
1610 N.W. 95 St.
Miami, Fl. 33147

and the name of the initial registered agent of this corporation at that address shall be:

ENIO R. ZECENA

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH. DAY OF NOVEMBER OF 1997

SIGNATURE OF INCORPORATOR



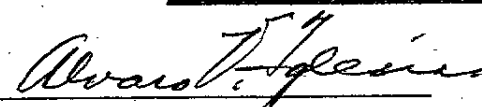
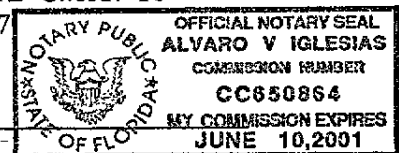
ENIO R. ZECENA

Produced: FDL #Z250 216 69 030 0

STATE OF FLORIDA)
COUNTY DADE)

THE FOREGOING INSTRUMENT HAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS 18TH. DAY OF NOVEMBER OF 1997

OF: VALUE FURNITURE CORP.



My commission expires:
06-10-2001

Alvaro V. Iglesias -Notary Public

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions fo Section 607.325 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.

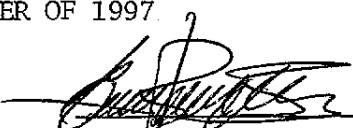
1.- The name of the corporation:
VALUE FURNITURE CORP.

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

ENIO R. ZECENA
1610 N.W. 95 St.
MIAMI, FLORIDA 33147

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

MIAMI, FLORIDA 18TH. OF NOVEMBER OF 1997.


ENIO R. ZECENA REGISTERED AGENT
1610 N.W. 95 ST.
MIAMI, FLORIDA 33147

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA