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Thomas D. Keenum, Sr.  
James Michael Tutor

Keenum & Tutor, P.A.  
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December 31, 1997

Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
98 JAN -6 PM 12: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTN: Division of Corporations

Re: Motion Designs, Inc.

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Incorporation on Motion Designs, Inc. I also enclose a check for \$70.00 for the filing fee. I ask that you file the same in your office and return a xerox filed copy to me for my files.

If you have any questions or need additional information, please let me know.

Very truly yours,

KEENUM & TUTOR, P.A.

*Thomas D. Keenum, Sr.*  
Thomas D. Keenum, Sr.

TDKsr/cf

Enclosures

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-01/06/98--01024--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*1/18/98*

ARTICLES OF INCORPORATION  
OF  
MOTION DESIGNS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, pursuant to the Florida Business Corporation Act, hereby execute the following document and set forth:

1. The name of the corporation is MOTION DESIGNS, INC.
2. Domicile address is 5399 East Highway 30-A, Suite C, Seagrove, Florida 32459.
3. The period of duration is perpetual.
4. The number of shares the corporation is authorized to issue are as follows:

Class - Common No. of Shares Authorized - 100,000 at no par value

5. The street address of its initial registered office 5399 East Highway 30-A, Suite C, Seagrove, Florida 32459 and the name of its initial registered agent at such address is Henry C. Browne.

6. The name and complete address of each incorporator is as follows:

(a) Ben A. Reese  
P. O. Box 384  
Pickwick Dam, TN 38365

7. The name and complete address of the initial Board of Directors is as follows:

(a) Ben A. Reese  
P. O. Box 384  
Pickwick Dam, TN 38365

8. The authorization is granted to the Board of Directors to fix the sales price of the stock of the company and to change such sales price as they deem necessary.

9. Purposes. The purposes of the company are to engage in the business of designing

and marketing all types of furniture and accessories relating to the furniture industry and conducting other activities necessary and customary in connection with the operation of the aforesaid business and to engage in any business activity or exercise any power as permitted by law.

10. The minimum number of shares of stock to be subscribed and paid for before the corporation shall commence business is One Thousand (1,000) shares.

11. The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

12. I, the undersigned, for the purpose of forming this corporation under the laws of the State of Florida, do make, file and record this Charter of Incorporation, and do certify that the facts therein stated are true, and we accordingly herein have set our respective hands and seals.

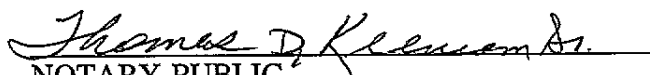
Dated, this the 31st day of December, 1997.

  
BEN A. REESE

STATE OF MISSISSIPPI  
COUNTY OF PRENTISS

PERSONALLY appeared before me, the undersigned authority, in and for the aforesaid State and County, the within named, BEN A. REESE, who, being by me first duly sworn, acknowledged that he signed the foregoing Articles of Incorporation on the day and year therein mentioned as his free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me, this the 31st day of December, 1997.

  
NOTARY PUBLIC

My commission expires: 10-18-2001

ACCEPTANCE OF REGISTERED AGENT

MOTION DESIGNS, INC.

I, the undersigned, HENRY C. BROWNE, am familiar with and accept the duties and responsibilities as registered agent for MOTION DESIGNS, INC.

Henry C. Browne  
HENRY C. BROWNE, Registered Agent

STATE OF MISSISSIPPI

COUNTY OF PRENTISS

PERSONALLY appeared before me, the undersigned authority, in and for the aforesaid State and County, the within named, HENRY C. BROWNE, who, being by me first duly sworn, acknowledged that he signed the foregoing Acceptance of Registered Agent on the day and year therein mentioned as his free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me, this the 31st day of December, 1997.

Thomas D. Keeney Jr.  
NOTARY PUBLIC

My commission expires:

10-18-2001

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TALLAHASSEE, FLORIDA