540 Douglas Avenue, Suite 14 Altamonte Springs, Florida 32714 (407) 830-7724 1400 West Oak Street, Suite A
P.O. Box 421408
Kissimmee, Florida 34742-1408
(407) 846-7113
(800) 369-1325
(407) 846-3585 Telecopier
E Mail: Scraigwake@aol.com

1127 South Patrick, Suite 14 Satellite Beach, Florida 32937

S. CRAIG WAKEFIELD
Certified Estate Planner
LLM Masters of Law in Taxation
Also Admitted Nebraska & Iowa

Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal Renet McCall, Paralegal Ray Miller, Paralegal

March 20, 1998

900002472609--4 -03/30/98--01117--015 ****122.50 *****122.50

Florida, Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: FLORIDA FURNITURE PACKAGES, INC. - Corporation Filing

(Our File No.: 340747.00)

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

Renet McCall, Legal Assistant

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rm Enclosures



ARTICLES OF INCORPORATION

OF

FLORIDA FURNITURE PACKAGES, INC.



ARTICLE I. NAME

The name of this corporation shall be FLORIDA FURNITURE PACKAGES, INC., whose post office address is 2846 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34741.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of selling furniture and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

HIPOLITO LOPERENA 3055 Partin Settlement Road Kissimmee, Florida 34744

VIII. OFFICERS

The following individuals have been elected to the offices set opposite their names, to serve until their successors are elected and qualified:

President HIPOLITO LOPERENA

Secretary HIPOLITO LOPERENA

Treasurer HIPOLITO LOPERENA

Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is 2846 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34741. The address of this corporation's initial registered office shall be: WAKEFIELD & ASSOCIATES, P.A., 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD, ESQ.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

HIPOLITO LOPERENA 3055 Partin Settlement Road Kissimmee, Florida 34744.

ARTICLE XII, AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.



HIPOLITO LOPERENA - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of FLORIDA FURNITURE PACKAGES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for FLORIDA FURNITURE PACKAGES, INC.

S. CRAIG WAKEFIELD, ESQ. - Registered Agent

State Of Florida

County Of Osceola

On 3/19/98, HIPOLITO LOPERENA, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

Notary Public

Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

My Comm Exp. 3/11/00
Bonded By Service Ins
No. CC538808

(SEAL)

Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

Page 5

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State Of Florida

County Of Osceola

On 3/19/98, S. CRAIG WAKEFIELD, ESQ., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of FLORIDA FURNITURE PACKAGES, INC.

Notary Public

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

My Comm Exp. 3/11/00

PARY Sounded By Service Inc.
No. CC538808

-- tashir Kaowa . [] Other I. D.

(SEAL)

