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Gurney & Handley, P.A.

J. THOMAS GURNEY (1901-1992)
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May 5, 1998

*ALSO MEMBER OF GA BAR
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†CERTIFIED CIRCUIT COURT MEDIATOR

OUR REFERENCE

98-250

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32399-0250

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***122.50 ***122.50

Re: Bay Breeze Furniture Co.

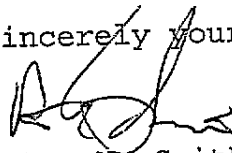
Dear Ladies and Gentlemen:

Enclosed regarding the above captioned corporation are Articles of Incorporation and Certificate of Designation of Registered Agent.

Also enclosed is our check in the amount of \$122.50 for incorporating the above.

Thank you for your assistance in this matter.

Sincerely yours,



Peter N. Smith

PNS/xr
encls.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:44

D. BROWN MAY - 8 1998

ARTICLES OF INCORPORATION
OF
BAY BREEZE FURNITURE CO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 10:44

I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is BAY BREEZE FURNITURE CO.

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 421 E. Oakland Avenue, Oakland, FL 34760, and the name of the initial registered agent of this Corporation at that address is Leon Branch.

ARTICLE V

The street address of the principal place of business of this

Corporation shall be 421 E. Oakland Avenue, Oakland, FL 34760, and the mailing address of this Corporation shall be 5821 Old Winter Garden Road, Orlando, FL 32835.

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

<u>Name</u>	<u>Address</u>
Leon Branch	5821 Old Winter Garden Road Orlando, Florida 32835

ARTICLE VII

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Leon Branch	5821 Old Winter Garden Road Orlando, Florida 32835
Nell Branch	5821 Old Winter Garden Road Orlando, Florida 32835

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation or any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting

the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 5th day of May, 1998.

Leon Branch
Leon Branch

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 5th day of May, 1998, by Leon Branch who is personally known by me and who did not take an oath.

(SEAL)

Peter N Smith
Notary Public - State of Florida

My Commission Expires:



Peter N Smith
My Commission CC617420
Expires April 18, 2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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 is BAY BREEZE FURNITURE CO.
2. The name and street address of the registered agent and office is Leon Branch, 421 E. Oakland Avenue, Oakland, FL 34760.


Signature

President
Title

May 5, 1998
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Signature

May 5, 1998
Date

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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