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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 856825 4363705

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 15, 1998

ORDER TIME : 5:12 PM

ORDER NO. : 856825-005

CUSTOMER NO: 4363705

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

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DOMESTIC FILING

NAME: BARSTOOLS OF ORLANDO, INC.

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: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 9:40

RECEIVED
98 JUN 16 AM 8:33
DIVISION OF CORPORATIONS
g. [signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 9:40

ARTICLES OF INCORPORATION

OF

BARSTOOLS OF ORLANDO, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BARSTOOLS OF ORLANDO, INC.

and its initial post office address and its principal office for the conduct of business is:

2671 Running Spring Loop
Oviedo, Florida 32765

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To manufacture, design, buy, sell, import, export, rent and generally deal in barstools and related merchandise and accessories, both at wholesale and at retail, to engage in such businesses relating to same and related to furniture and furnishings, household accessories and light fixtures.

To manufacture or otherwise produce, purchase or otherwise acquire, sell, let and deal in goods, wares, merchandise and personal property of every description including, but not limited to, furniture, furnishings, fixtures and articles of all kinds for use in offices, residences and all similar type facilities; to buy, sell and generally deal in household and office goods, furnishings, light fixtures, accessories and the like.

(b) To own, lease, operate, manage, conduct and carry on all manner of business ventures, associations, corporations, including real estate broker, real estate agent, real estate

appraisal, investments, real estate and property development and management and all other activities lawful under the laws of Florida and the United States.

(c) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(d) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(e) Subject to the limitations prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(f) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and

interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

(g) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Chapter 607, as amended.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at One (1.00) Dollar par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have two directors initially, and the number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Albert L. Pascuzzo	2671 Running Spring Loop Oviedo, Florida 32765
Melissa Pascuzzo	2671 Running Spring Loop Oviedo, Florida 32765

ARTICLE VII

The name and address of the person signing these articles is:

Albert L. Pascuzzo	2671 Running Spring Loop Oviedo, Florida 32765
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ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the

absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 2671 Running Spring Loop, Oviedo, Florida 32765 and the name of the initial registered agent of this corporation at that address is Albert L. Pascuzzo.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10th day of June, 1998.

Albert L. Pascuzzo
Albert L. Pascuzzo -
Subscriber

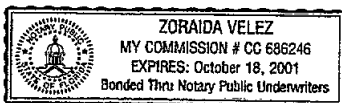
Florida DL# P 220-020-58-016-0
99 EPD

STATE OF FLORIDA :

COUNTY OF SEMINOLE :
Orange

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ALBERT L. PASCUZZO, known to me and known by me to be the person who executed the foregoing articles of incorporation; and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of June, 1998.



Zoraida Velez
Notary Public, State of Florida
at Large

My Commission Expires: October 18, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 9:40

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That BARSTOOLS OF ORLANDO, INC., desiring to
organize under the laws of the State of Florida, with its princi-
pal office, as indicated in the articles of incorporation at 2671
Running Spring Loop, Oviedo, County of Seminole, Florida, has
named ALBERT L. PASCUZZO located at 2671 Running Spring Loop,
Oviedo, Florida 32765 as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.



Albert L. Pascuzzo -
Resident Agent