

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000799 11

Euro Furniture Designs, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 16 AM 10:00

500002640525--3

-09/16/98--01003--010

***131.50 ***131.25

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
98 SEP 16 AM 9:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

9/16/98 8:49

C. Printun SEP 16 1998

98 SEP 16 AM 10:00

ARTICLES OF INCORPORATION
OF
EURO FURNITURE DESIGNS, INC.

The undersigned Incorporator, a natural person competent to contract, signs the following Articles Of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **EURO FURNITURE DESIGNS, INC.**, (hereinafter "the Corporation") and the address of the Corporation shall be 740 South Federal Highway, #610, Pompano Beach Florida 33062.

ARTICLE II
TERM OF EXISTENCE

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS

The Corporation may engage in any and all businesses and activities permitted by the law of the United States of America, the State of Florida, or any other state, territory or nation. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock of the par values of Ten Cents (\$0.10) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

GUNTER KANGYAL
740 South Federal Highway #610
Pompano Beach, FL 33062

ARTICLE VI
CONDUCT OF BUSINESS

The business of the Corporation shall be conducted and managed by its Board of Directors. The Board of Directors shall consist of not less than one and not more than nine. A majority of the first Board of Directors named below shall have the power to approve and adopt the initial By-Laws of this Corporation until their successors are elected or appointed. The Shareholders are hereby authorized to adopt or amend a By Law that fixes a greater or lesser quorum requirement of voting requirement than is fixed by law or its existing By-Laws.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation. The officers of this Corporation shall consist of a President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any Director from office during his/her term without cause.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The name and address of the initial Director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

GUNTER KANGYAL
740 South Federal Highway #610
Pompano Beach, FL 33062

The number of Directors may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one.

ARTICLE VIII
DIRECTORS' ABSENTEE MEETINGS

Members of the Board Of Directors may participate in meetings of the Board Of Directors by means of telephone conferences as provided by law. The Directors of this Corporation may take action by written consent as provided by law.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator(s) of the Corporation is/are:

GUNTER KANGYAL
740 South Federal Highway #610
Pompano Beach, FL 33062

ARTICLE X
CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI
PREEMPTIVE RIGHTS

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 XII
INTERCOMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or be invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interest in, any contract or transaction of the Corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board Of Directors at which action upon such contract or transaction shall be taken; and

any Director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote therat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII STOCKHOLDERS' AGREEMENTS

The Corporation and its common stockholders, or the stockholders of the Corporation amongst themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XIV DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A Director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its' books of account or financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be deteremined to be willful or negligent; nor shall he/she be liable, if in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XV INDEMNIFICATION OF DIRECTORS

This Corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his/her being or having been a Director or any Officer of the Corporation, or a Director of Officer of any other Corporation which he/she served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees incurred by him/her in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to

which such Director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties of the Corporation.

The Corporation shall indemnify any Director, Officer, Employee or Agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850(1991), and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVI **DIRECTORS' LIABILITY**

No Director shall be held liable or responsible for action taken by the Board Of Directors acting under the provisions or in the manner authorized by these Articles Of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The Defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit, or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation. In event of a judgment or decree being rendered against the director, the Corporation shall indemnify and hold him harmless.

ARTICLE XVII **REIMBURSEMENT OF DIRECTORS**

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a Director, either individually or as a Director, shall result in judgment, decree, or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expense incurred in the course of attending trials, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLES XVIII **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all directors and all stockholders of the Corporation eligible to vote sign a statement manifesting their intention than an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

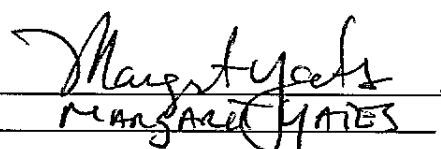
Executed at Fort Lauderdale, Florida this 9 day of Sept., 1998.


GUNTER KANGYAL

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me by GUNTER KANGYAL, who is personally known to me and who (did/did not) take an oath, this 9 day of Sept., 19 .

SIGNATURE OF NOTARY: 

TYPED NAME OF NOTARY: MARGARET YATES

NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NUMBER IS CC657837



MARGARET YATES
COMMISSION # CC 657837
EXPIRES JUN 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

APPOINTMENT OF CORPORATE AGENT

PURSUANT to the provisions of Florida Corporation Law, I, **GUNTER KANGYAL** representing **EURO FURNITURE DESIGNS, INC.**, do hereby accept service of process for EURO FURNITURE DESIGNS, INC. and accept the appointment as registered agent and agree to act in such capacity.

DATED this, the 5th day of Sept, 1998.


GUNTER KANGYAL

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

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

FIRST that **EURO FURNITURE DESIGNS, INC.**, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles in the State of Florida, County of Broward, has named **GUNTER KANGYAL** at **740 South Federal Highway #610, Pompano Beach, FL 33062** as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

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 provisions of the said Act relative to keeping open said office.


GUNTER KANGYAL

c:\legal\civil\corp\articles.doc

98 SEP 16 AM 10:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION