

MARKS, GRAY, CONROY & GIBBS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JAMES C. RINAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. HALBACH, JR.
GERALD W. WEEDON
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHTA F. BARBOUR
LINDA C. INGHAM
SUSAN S. ERDELYI
ROBERT E. BROACH
ALAN K. RAGAN
STEPHEN B. SALVAGHER

DANIEL A. NICHOLAS
L. JOHNSON SARBER III
DONALD L. DEMPSEY II
DANIEL K. BEAN
KATHERINE D. VINCE

RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1885-1973)
HARRY T. GRAY (1890-1975)
FRANCIS P. CONROY II (1912-1991)
DELBIDGE L. GIBBS (1917-1992)

1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207

POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440

EMAIL: GWEEDON@MARKSGRAY.COM

December 11, 1998

Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002712689--6
-12/15/98--01040--001
****122.50 *****78.75

Re: WOOD YOU OF MELBOURNE, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Wood You of Melbourne, Inc. for filing. Our check in the amount of \$122.50 is enclosed for the filing fees.

Please return a certified copy of the articles to me.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS

Gerald W. Weedon/dm

Gerald W. Weedon

GWW/dm
Enclosures

FILED
98 DEC 15 PM 4:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/15

ARTICLES OF INCORPORATION
OF
WOOD YOU OF MELBOURNE, INC.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is WOOD YOU OF MELBOURNE, INC.
Its principal place of business is 2320 North Liberty Street,
Jacksonville, Florida 32206.

ARTICLE II
NATURE OF BUSINESS

This corporation is organized for the purpose of selling
furniture and related products and engaging in and transacting any
or all lawful business permitted under the laws of the State of
Florida or any other state and of the United States.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)
shares of common stock having a par value of One Dollar (\$1.00) per
share, which shares shall be and hereby are designated as "Common
Shares". Without action by the stockholders, any or all of the
authorized shares may be issued by the corporation from time to
time for such consideration as may be fixed by the Board of
Directors of this corporation.

FILED
98 DEC 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 N. Liberty Street, Jacksonville, Florida 32206, and the name of the initial registered agent of this corporation at that address is Charles Blankenship. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles Blankenship	2320 N. Liberty Street Jacksonville, Florida 32206
Helen W. Blankenship	2320 N. Liberty Street Jacksonville, Florida 32206

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Charles Blankenship

2320 N. Liberty Street
Jacksonville, Florida

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 11th day of December, 1998.

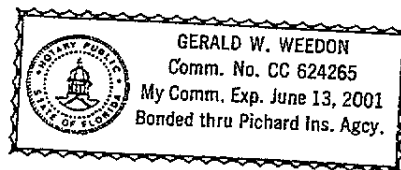
Charles Blankenship (SEAL)
Charles Blankenship, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Charles Blankenship, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Wood You of Melbourne, Inc., and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 11th day of December, 1998.

Gerald W. Weedon
Notary Public, State of Florida
at Large
My Commission Expires: _____
(Notarial Seal)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WOOD YOU OF MELBOURNE, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Wood You of Melbourne, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2320 N. Liberty Street, Jacksonville, Florida, 32206.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 11th day of December, 1998.

Charles Blankenship
Charles Blankenship
Registered Agent

FILED
98 DEC 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA