

P99000018736



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 149690 4371937

AUTHORIZATION : Patricia Pizotti

COST LIMIT : \$ 87.50

ORDER DATE : February 26, 1999

ORDER TIME : 11:32 AM

ORDER NO. : 149690-005

CUSTOMER NO: 4371937

500002788705--3

CUSTOMER: Marilyn Kuffner, Legal Asst
TRIVEST, INC.
TRIVEST, INC.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133.

DOMESTIC FILING

NAME: TRIVEST FURNITURE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
99 FEB 26 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 26 PM 12:11
DIVISION OF CORPORATION

Dmc
2/26/99

ARTICLES OF INCORPORATION
OF
TRIVEST FURNITURE CORPORATION

FILED
99 FEB 26 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TRIVEST FURNITURE CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The Corporation is authorized to issue an aggregate total of One Hundred Thousand (100,000) Shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than fifty percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office in the State of Florida is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, and the name of its registered agent at such office is Peter W. Klein, Esq.

ARTICLE VI

The name of the Incorporator is Michael W. Hein and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

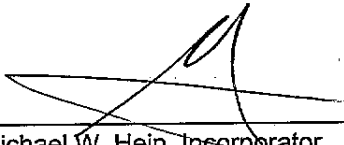
ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of February, 1999.



Michael W. Hein, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Trivest Furniture Corporation, hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes § 607.0505.

By: 

Peter W. Klein, as Agent

Dated: February 26, 1999