

P99000018736



ACCOUNT NO. : 072100000032

REFERENCE : 339417 4303929

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 52.50

ORDER DATE : August 12, 1999

ORDER TIME : 12:33 PM

ORDER NO. : 339417-005

CUSTOMER NO: 4303929

CUSTOMER: Mr. Manuel R. Valcarcel
Greenberg Traurig
1221 Brickell Avenue
21st Floor
Miami, FL 33131

300002958373--6

DOMESTIC AMENDMENT FILING

NAME: TRIVEST FURNITURE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 AUG 12 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. COULLETTE AUG 12 1999

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRIVEST FURNITURE CORPORATION**


FILED
99 AUG 12 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Trivest Furniture Corporation, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Trivest Furniture Corporation.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide for an increase in the Corporation's total authorized common stock to One Million (1,000,000) shares of Common Stock.
3. Since the Corporation has not issued any shares of capital stock, the Restated Articles contain no amendments to the Corporation's Articles of Incorporation which require shareholder approval. The Restated Articles were unanimously adopted and approved on August 11, 1999 by the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of August 11, 1999:...

TRIVEST FURNITURE CORPORATION

By: 

Name: Peter W. Klein

Title: Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRIVEST FURNITURE CORPORATION**

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 Million (1,000,000) 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 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 VII

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.