

**CESAR KUDJA**  
CERTIFIED PUBLIC ACCOUNTANT

P99000025931

8253 West 14th Court, Hialeah, Florida 33014  
(305) 823-8570

March 15, 1999

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-03/15/99--01136--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: New Filing  
Florida Corporation

Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of Magic Brothers furniture, Inc. , together with our check No. 1073 in the amount of \$122.50; to cover the filing fees of this new corporation.

Would you please mail the Articles certified copy to the above address.

Thank you for your considerate attention.

Very truly yours

Cesar Kudja

Encls.  
CK; cms

Dmc  
3/22/99

FILED  
99 MAR 15 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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99 MAR 15 PM 1:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Magic Brothers Furniture, Inc.

THE UNDERSIGNED have executed the following document for the purpose of forming the above named Corporation under the laws of the State of Florida and as incorporator, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be:  
Magic Brothers Furniture, Inc.

ARTICLE II  
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III  
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawfull busines permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV  
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE HUNDRED SHARES (100 shares) of ONE DOLLAR (\$1.00) par value each which shall be designated as "Common Shares."

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and the initial Registered Office of this corporation shall be:

Jose R. Solis  
635 W. 70 PL  
Hialeah, FL 33014

ARTICLE VI  
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:  
190 W. 22 Street  
Hialeah, FL 33010

ARTICLE VII  
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of one person, who need not be resident of the State of Florida or shareholder of the corporation. 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(s) and address of these persons who are to serve as initial directors are:

Jose R. Solis  
190 W. 22 Street  
Hialeah, FL 33010

The names of the first officers of the corporation, to hold office until their successors are elected are:

Jose R. Solis : President, Secretary  
& Treasurer

ARTICLE VIII  
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

| <u>NAME</u>   | <u>No. of Shares</u> | <u>Consideration</u> |
|---------------|----------------------|----------------------|
| Jose R. Solis | 100 Shares           | \$100.00             |

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X  
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Jose R. Solis  
635 W. 70 PL  
Hialeah, FL 33014

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent permitted by law.

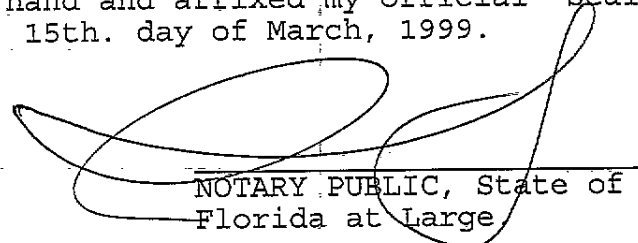
IN WITNESS WHEREOF, the undersigned incorporator has made and subscrib of these Articles of Incorporation at Hialeah, Florida, on this 15th.day March, 1999.

  
\_\_\_\_\_  
Jose R. Solis, Incorporator

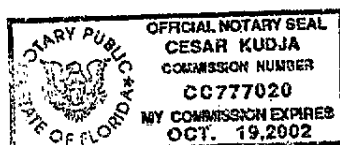
STATE OF FLORIDA) \_\_\_\_\_  
                          ) SS  
COUNTY OF DADE ) \_\_\_\_\_

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared Jose R. Solis known by me to be the person who executed the foregoing Articles of Incorporation of Magic Brothers Furniture, Inc. and who is described in said certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 15th. day of March, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My commission expires:

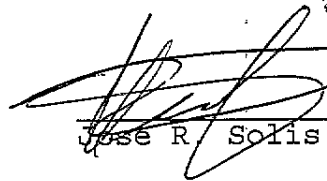


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That       Magic Brothers Furniture, Inc.      , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:

Jose r. Solis  
635 W. 70 PL  
Hialeah, FL 33014

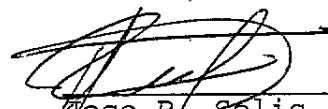
  
\_\_\_\_\_  
Jose R. Solis, President

FILED  
MAR 15 PM 1:05  
CLERK OF COURT  
JAILHOUSE, FLORIDA

ACKNOWLEDGEMENT:

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 said Act, relative to keeping open said office.

Signed this 15th. day of March, 1999.

  
\_\_\_\_\_  
Jose R. Solis