



THE UNITED STATES  
CORPORATION  
COMPANY

P99000045813

ACCOUNT NO. : 072100000032

REFERENCE : 246140 12026A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : May 19, 1999

ORDER TIME : 4:05 PM

ORDER NO. : 246140-005

500002880715--9

CUSTOMER NO: 12026A

CUSTOMER: Linda Roberman, Legal Asst  
COFFEY ARAGON MARTIN &  
COFFEY ARAGON MARTIN &  
Penthouse  
2699 South Bayshore Drive  
Miami, FL 33133

RECEIVED

99 MAY 19 PM 4:41

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FURNITURE & ACCENTS  
LIQUIDATORS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED  
99 MAY 19 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/20/99

**ARTICLES OF INCORPORATION**  
**OF**  
**FURNITURE & ACCENTS LIQUIDATORS, INC.**

FILED  
99 MAY 19 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be FURNITURE & ACCENTS LIQUIDATORS, INC., and the initial address of this corporation shall be: 4851 N.W. 79th Street, Suite 2, Miami, Florida 33166.

**ARTICLE II**

This corporation may engage in any business or activity as permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>
10,000	Common	\$1

The consideration for all of the said stock shall be payable in cash, promissory notes, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he/she already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his/her pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision. Other stockholders to have right of first refusal to purchase stock/shares at market value.

#### **ARTICLE IV**

This corporation shall commence its existence effective as of the filing of these Articles of Incorporation with the office of the Florida Secretary of State and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be: In care of Aragon, Burlington, Weil & Crockett, P.A., 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Daniel F. Blonsky.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **ARTICLE VII**

The names and addresses of the first director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified shall be:

Richard J. Villaverde  
4851 N.W. 79th Street  
Suite 2  
Miami, Florida 33166

#### **ARTICLE VIII**

The name and address of the Incorporator is Richard J. Villaverde, 4851 N.W. 79th Street, Suite 2, Miami, Florida 33166.

#### **ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of,

such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an 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 of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

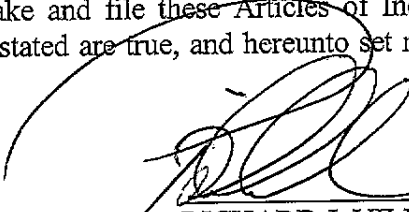
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

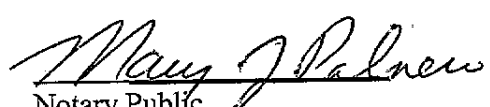
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18<sup>th</sup> day of May 1999.

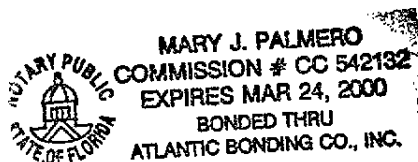
  
\_\_\_\_\_  
RICHARD J. VILLAVARDE  
Incorporator

STATE OF FLORIDA                     )  
  )  
COUNTY OF MIAMI-DADE         )       ss.

BEFORE ME, the undersigned authority, personally appeared Richard J. Villaverde, who is personally known to me and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 18<sup>th</sup> day of May 1999.

  
\_\_\_\_\_  
Notary Public  
State of Florida

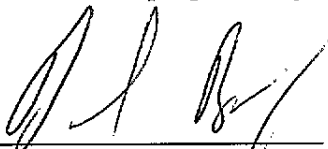


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that FURNITURE & ACCENTS LIQUIDATORS, INC., desiring to organize under the laws of the State of Florida, has named Daniel F. Blonsky, 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0505 F.S.

  
\_\_\_\_\_  
DANIEL F. BLONSKY  
Registered Agent

DATED this 18th day of May 1999.

FILED  
99 MAY 19 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA