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WESTMAN AND LINTZ
ATTORNEYS AT LAW
1970 MICHIGAN AVENUE - BUILDING F
COCOA, FLORIDA 32922

ROBERT T. WESTMAN
LESTER LINTZ

TELEPHONE 407/690-1970
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May 19, 1999

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

300002884273--7
-05/24/99--01111--013
****122.50 ****78.75

Re: FURNITURE SOURCE OF FLORIDA, INC.

Enclosed find Articles of Incorporation and Registered Agent
Certificate for the above corporation, together with a check
made payable to your order for \$122.50.

Please return a certified copy of the Articles and Certificate.

Sincerely,

Robert T. Westman
Robert T. Westman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 AM 10:15

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MAY 28 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FURNITURE SOURCE OF FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is FURNITURE SOURCE OF FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2107 South U. S. 1, Rockledge, Florida 32955. The name of the initial registered agent of this corporation at that

address is GERALD R. SWINDELL.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

GERALD R. SWINDELL	2107 South U.S. 1,	Rockledge, Fl 32955
KATHLEEN A. SWINDELL	2107 South U.S. 1,	Rockledge, Fl 32955

ARTICLE VIII - - INCORPORATOR

The names and addresses of the persons signing these articles as incorporators are:

GERALD R. SWINDELL	2107 South U.S. 1,	Rockledge, Fl 32955
KATHLEEN A. SWINDELL	2107 South U.S. 1,	Rockledge, Fl 32955

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

ARTICLE X - COMPENSATION OF DIRECTORS

The stockholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XI - INDEMNIFICATION

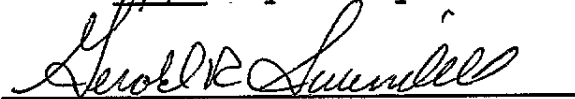
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

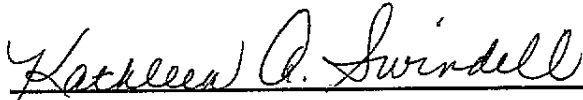
The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 19 day of May 1999.



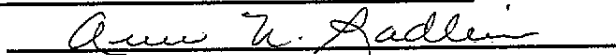
GERALD R. SWINDELL



KATHLEEN A. SWINDELL

STATE OF FLORIDA
COUNTY OF BREVARD

The execution of the foregoing articles of incorporation were acknowledged before me on this 19th day of May 1999 by GERALD R. SWINDELL and KATHLEEN A. SWINDELL who produced the following identification Florida driver's licenses.



Notary Public



ANN N RADLEIN
My Commission CC481606
Expires Jun. 17, 1999
Bonded by ANB
800-852-5878

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: GERALD R. SWINDELL
PRINCIPAL STREET ADDRESS OF CORPORATION: 2107 South U.S. 1
Rockledge, Florida 32955

FURNITURE SOURCE OF FLORIDA, INC.
By Gerald R. Swindell
Gerald R. Swindell, President
President

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Gerald R. Swindell
GERALD R. SWINDELL
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 24 AM 10:15