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FILED
99 JUL 28 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 27, 1999

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

EFFECTIVE DATE
7-29-99

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-07/28/99--01039--011
*****122.50 *****78.75

Re: M & H CORPORATION
Furniture

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for a new corporation, M & H CORPORATION, together with our check in the amount of \$122.50 in payment of the appropriate filing fees, allocated as follows:

Filing Fee and Resident Agent Certificate:	\$	70.00
Certified Copy:	\$	52.50

We will appreciate your filing the enclosed Articles and returning a certified copy to the undersigned through Airborne Express overnight delivery with the enclosed bill of lading.

Your prompt assistance in this matter is greatly appreciated inasmuch as the principals of the corporation are scheduled to go outside the country on Friday of this week.

Sincerely yours,



C. Randolph Coleman, Esq.

Enclosures

T
AUTHORIZATION BY PHONE TO
CORRECT *Name*
DATE *8/3/99*
SIGN EXAM *hgm*

8/3/99
hgm

EFFECTIVE DATE
7-29-99

ARTICLES OF INCORPORATION
OF
M & H FURNITURE CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: M & H FURNITURE CORPORATION

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of nonpar value voting common stock which shall be designated "Common Shares".

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial Registered Agent is C. Randolph Coleman, 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256 and the initial principal Office of the corporation is 9250 Baymeadows Road, Suite 230, Jacksonville, Florida 32256-1813.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 04 Director(s) initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director(s) is (are):

NAME

ADDRESS

Hakima Salem, Furniture Plaza, Four Winds Plaza, St. Thomas, US VI 00802,
Marwan Salem , Furniture Plaza, Four Winds Plaza, St. Thomas, US VI 00802,
Mohamad Salem, Furniture Plaza, Four Winds Plaza, St. Thomas, US VI 00802,
and
Morad Salem, Furniture Plaza, Four Winds Plaza, St. Thomas, US VI 00802

ARTICLE VII
INCORPORATION

The name and address of the person signing these Articles as incorporator is: C. Randolph Coleman, 9250 Baymeadows Road, Suite 230, Jacksonville, FI 32256-1813.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

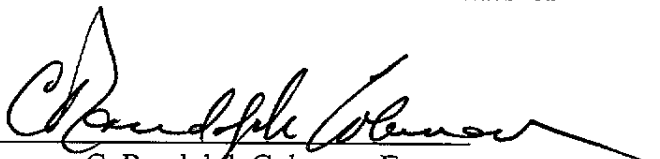
ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence July 29, 1999.


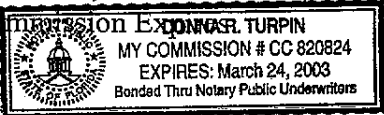
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of July, 1999.


C. Randolph Coleman, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 27 day of July, 1999, by C. Randolph Coleman who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 27 day of July, 1999.

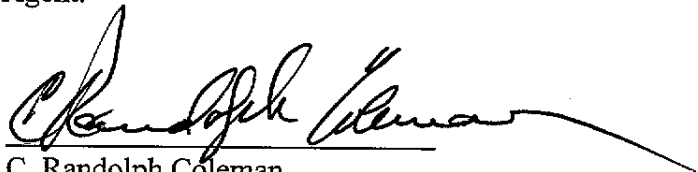

Notary Public, State of Florida, at Large.
My Commission Expires


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE**

M & H FURNITURE CORPORATION, a Florida corporation, with its principal office, as indicated in the articles of incorporation, has named C. Randolph Coleman, 9250 Baymeadows Road, Suite 230, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named Registered Agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



C. Randolph Coleman

Dated this 27 day of July, 1999.

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