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September 8, 1999

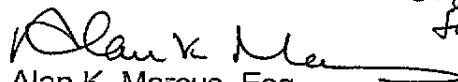
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/13/99-01058-019
*****78.75 *****78.75

Dear Sirs:

Please find Articles of Incorporation for Rick & Nancy's Upholstery & Fabrics, Inc.
and check in the amount of \$78.75. Please send back to us the Certificate of
Filing of this Corporation in the self addressed envelope provided. *a certified copy of*

Very truly yours.

*Enc. we have
enclosed an
additional
copy herein
for your
rec.*

Alan K. Marcus, Esq.

AKM/dnt

9/21/99 T.B.

**ARTICLES OF INCORPORATION OF
Rick & Nancy's Upholstery & Fabrics, Inc.**

The undersigned acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is Rick & Nancy's Upholstery & Fabrics, Inc.

ARTICLE TWO

Corporate existence is perpetual.

ARTICLE THREE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The Corporation shall have the authority to issue 500 shares, all in one class, \$1.00 per value.

ARTICLE FIVE

The address of its initial registered office is 7300 N. Kendall Drive, Suite 540, Miami, FL 33156 and the name of its initial Registered Agent is Alan K. Marcus, Esquire. The principal office shall be 10715 SW 190th Street, Bay 29 – 31, Miami, FL 33157. The mailing office of the Corporation shall be 12717 South Dixie Highway, Miami, FL 33156.

ARTICLE SIX

The number of directors constituting the initial Board of Directors are three (3), whose names and addresses are:

Derek Diesmone	12717 South Dixie Highway Miami, FL 33156
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Nancy Diesmone	12717 South Dixie Highway Miami, FL 33156
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Noel Casabona

6921 Coolidge Street
Hollywood, FL 33024

ARTICLE SEVEN

The name and address of the incorporator is Derek Diesmone, 12717 South Dixie Highway, Miami, FL 33156.

ARTICLE EIGHT

Preemptive Rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

Dated this 7 day of September, 1999.


Derek Diesmone

FI 064 D255-172-S7-020-0

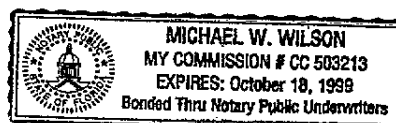
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Derek Diesmone who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida, this 7 day of September 1999.

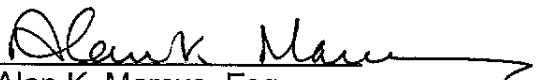

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 10/19/99



ACCEPTANCE BY REGISTERED AGENT

COMES NOW, Alan K. Marcus, Esq. who accepts the appointment of
Registered Agent for the above Corporation.


Alan K. Marcus, Esq.