

Division of Corporations

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**P99000090136**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****Furniture Manufacturers Clearance Center, Inc.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION****OF****FURNITURE MANUFACTURERS CLEARANCE CENTER, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I****NAME**

The name of the corporation is Furniture Manufacturers Clearance Center, Inc.

**ARTICLE II****PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

**ARTICLE III****CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Ronny J. Halperin, Florida Bar No. 854743  
KLUGER, PERETZ, KAPLAN & BERLIN, P.A.  
201 S. Biscayne Blvd., 17<sup>th</sup> Floor  
Miami, FL 33131  
(305) 379-9000  
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**ARTICLE IV****INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, INC.. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

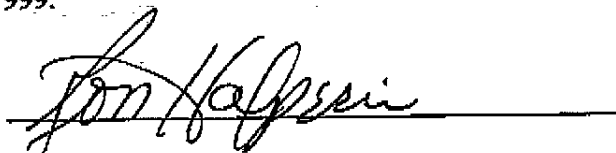
**ARTICLE V****INCORPORATOR**

The name and address of the Incorporator of the corporation is Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

**ARTICLE VI****INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12<sup>TH</sup> day of October 1999.



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**CERTIFICATE OF REGISTERED AGENT****OF****FURNITURE MANUFACTURERS CLEARANCE CENTER, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That, Furniture Manufacturers Clearance Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named MIAMI CENTER REGISTERED AGENTS, INC. located at 201 S. Biscayne Boulevard, 17th Floor, Miami, Florida 33131, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2<sup>nd</sup> day of October, 1999.

MIAMI CENTER REGISTERED AGENTS, INC.

By: 

Ronny J. Halperin, Vice-President

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