

P99000094666

Law Offices of
RICHARD D. AHLQUIST & ASSOCIATES, P.A.
Attorneys at Law

Sarasota Main Office
2088 Hawthorne Street
Sarasota, FL 34239
(941)365-5611

Ft. Myers Office
P.O. Box 1230
Ft. Myers, FL 33902-1230
(941) 366-3186

Tampa Bay Office
695 Central Ave., Suite 207
St. Petersburg, FL 33733-1179
(941) 821-8766

Richard D. Ahlquist*

Please Reply to: Sarasota

*Also admitted in Indiana

October 13, 1999

400003023664--B
-10/25/99--01087--004
*****70.00 *****70.00

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Fleming's Limited, Inc.
Our File No. 16832-NC

To Whom It May Concern:

In reference to the above captioned matter, enclosed please find original and copy of the Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00 for same.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD D. AHLQUIST
& ASSOCIATES, P.A.

Richard D. Ahlquist

RDA/fms
Enclosures/check

FILED
99 OCT 25 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jlo Stokes GAVE
AUTHORIZATION BY PHONE TO
CORRECT art IX + IV
DATE 10-27-99
DOC. EXAM BR

B. REGISTER OCT 27 1999.

ARTICLES OF INCORPORATION
OF
FLEMING'S LIMITED, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **FLEMING'S LIMITED, INC.**

ARTICLE II

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: any and all facets of retail and wholesale of furniture.

ARTICLE III

The aggregate number of shares of stock which the corporation shall have the authority to issue is Five Hundred (500) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The corporation shall issue only one class of capital stock. That class shall be Common Stock, and it shall be issued in such a manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

ARTICLE IV

The initial street address of the corporation's principal office and mailing address is 5252 S. Tamiami Trail, Sarasota, Florida, 34231, and the name of the corporation's initial Registered Agent at below address is Richard D. Ahlquist, 2088 Hawthorne Street, Sarasota, FL 34239.

ARTICLE V

The corporation shall have two initial Directors whose names and addresses are set forth below:

LEE FLEMING
5252 S. Tamiami Trail
Sarasota, Florida, 34231

Diane Boatwright
5252 S. Tamiami Trail
Sarasota, Florida, 34231

FILED
99 OCT 25 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THEREAFTER, the number of the members of the Board of Directors shall be set by By-Laws, but, in no instance, shall be less than one (1) or more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction 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 any other corporation, or are Directors of officers of any 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. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, 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 officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE VIII

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such Stockholders or Board of Directors unless approved jointly by the Board of Directors and Shareholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

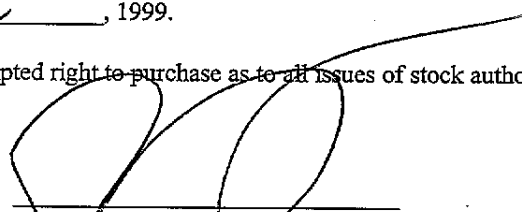
ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 15 day of October, 1999.

Existing shareholders shall have a proportional preempted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

Heather J. Bonura
Florence M. Stokes


RICHARD D. AHLQUIST, ESQ.
Incorporator and Subscriber and
Registered agent hereby accepts to act in the
capacity of Registered Agent.

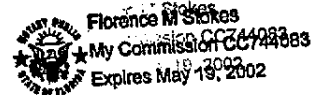
STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 15 day of Oct., 1999.

Florence M. Stokes
NOTARY PUBLIC

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 PM 12:06

FILED