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January 29, 1998

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Certificate of State
400002417574--3
-01/30/98--01097--003
****175.00 *****35.00

VIA FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
Corporations Division

Re: Articles of Dissolution of:
Carolina Sofa Factory of Tampa, Inc.
Carolina Sofa Factory of Sarasota, Inc.
Carolina Sofa Factory of St. Petersburg, Inc.
Carolina Sofa Factory of Palm Harbor, Inc.
Carolina Sofa Factory of New Port Richey, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Dissolution for each of the above named corporations to be dissolved in Florida.

Please file each original and return each conformed copy to me. I enclosed a check made payable to Florida Department of State in the amount of \$175 in complete payment of the filing fees (\$35 each).

Please call me if you have any questions concerning this matter. Thank you for your assistance.

Very truly yours,

Blanche S. Berkowitz

Blanche S. Berkowitz
Legal Assistant

/bsb

Enclosure

cc: Michael R. Abel

Diss

LFT 2-3-98

FILED
98 JAN 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF DISSOLUTION

98 JAN 30 AM 9:16

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAROLINA SOFA FACTORY OF SARASOTA, INC.

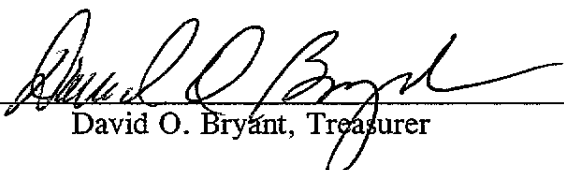
Pursuant to Section 607.1403 of the Corporation Law of Florida, the undersigned corporation hereby submits the following Articles of Dissolution for the purpose of dissolving the corporation pursuant to action by its directors and shareholders:

1. The name of the corporation is Carolina Sofa Factory of Sarasota, Inc.
2. The dissolution was authorized by written consent of the sole shareholder of the corporation dated December 31, 1997.
3. The dissolution having been authorized by the sole shareholder of the corporation, the number of shareholder votes cast was sufficient for dissolution.

This the 27th day of January, 1998.

CAROLINA SOFA FACTORY OF SARASOTA, INC.

By: _____


David O. Bryant, Treasurer