

S

4:36 PM

PUBLIC ACCESS SYSTEM
 ELECTRONIC FILING
 CONTACT: RAY STONMONT
 PHONE: (305) 541-3694
 FAX: (305) 541-3770

H95000074090

((H95000010719))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: NEDER & NEDER, INC.
 FAX AUDIT NUMBER: H95000010719 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 09/25/1995 TIME REQUESTED: 16:36:12
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000010719)))
 ** ENTER 'M' FOR MENU. **
 ENTER SELECTION AND <CR>:
 Help F1 Option Menu F2

NUM Connect: 00:02:0

RECEIVED
 CALLAHAN & COMPANY
 TALLAHASSEE, FLORIDA
 55 SEP 26 AM 9:42
 -11-11-

Handwritten signature

20.8.17
 P.01

FILED
95 SEP 26 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEDER & NEDER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Neder & Neder, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporate under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of \$1.00 currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Prepared By: Eduardo Fernandez, Esq.
520 Brickell Key Drive, Suite 301
Miami, FL 33131
(305)374-3800
Florida Bar Number: 395889

July

616010000567-

612010000567-

FRS000010719

ARTICLE IV - PREEMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

Study

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 1601 S.W. Street Way, #5, Deerfield Beach, FL 33064. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

FRS000010719

195000010719

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified is as follows:

<u>Name</u>	<u>Address</u>
Suely Neder Stolet	1601 S.W. Street Way #5 Deerfield Beach, FL 33064

ARTICLE IX - INITIAL OFFICERS

President: Suely Neder Stolet
 Vice-President: Luiz de Minas
 Secretary: Norma S. Stolet

Suely

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: Suely Neder Stolet, 1601 S.W. Street Way #5, Deerfield Beach, FL 33064

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

195000010719

91L0100005677

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at 520 Brickell Key Drive, Suite 305, Miami, FL 33131. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon Eduardo Fernandez.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

July

91L0100005677

195000010719

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed on August 31, 1995.

Suely Neder Stolet
SUELY NEDER STOLET-INCORPORATOR

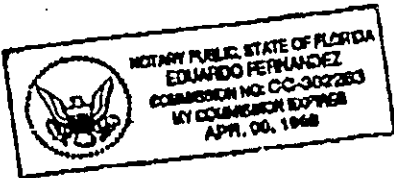
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Suely Neder Stolet, to me well known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on August 31, 1995.

[Signature]
Notary Public, State of
Florida, At Large

My commission expires:



195000010719

#95000010719

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Neder & Neder, Inc.

2. The name and address of the Registered agent and office is:

Eduardo Fernandez
520 Brickell Key Drive
Suite 305
Miami, FL 33131

SIGNATURE *Sueley Neder Stolet*
Sueley Neder Stolet
TITLE Incorporator
DATE August 31, 1995

RECEIVED
FALLMISSE
05 SEP 26 AM 9:45
FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE *[Signature]*
DATE August 31, 1995

#95000010719

P95000074090

Department of Corporations,
P O Box 6327,
Tallahassee, FL 32314

April 24, 1997

Attn Steve Harris

700002159117--0
-04/29/97--01106--002
*****35.00 *****35.00

Dear Mr Harris,

As we discussed on the telephone, I am sending you this letter to inform you that on January 24, 1997, I resigned my position as Vice President with Carrollwood Futon Company, a Florida corporation, f/k/a Smarter Sofa Sleepers, Inc.

At this time I am requesting that my name be removed as an officer of this corporation immediately. Please find enclosed a check in the amount you requested and a copy of my resignation letter to the corporation dated January 24, 1997.

Sincerely,

Terry Black

Terry Black
16203 Country Crossing Dr.,
Tampa, FL 33624

97 APR 29 AM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS MAY 8 1997

o/p resig.

Department of Corporations,
P.O. Box 6327,
Tallahassee, FL 32314

April 24, 1997

FILED
97 APR 29 AM 9:27
SELF-INSURED RETIREMENT
TALLAHASSEE, FLORIDA

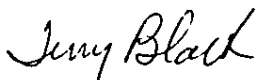
Attn: Steve Harris

Dear Mr. Harris,

As we discussed on the telephone, I am sending you this letter to inform you that on January 24, 1997, I resigned my position as Vice President with Carrollwood Futon Company, a Florida corporation, f/k/a Smarter Sofa Sleepers, Inc.

At this time I am requesting that my name be removed as an officer of this corporation immediately. Please find enclosed a check in the amount you requested and a copy of my resignation letter to the corporation dated January 24, 1997.

Sincerely,



Terry Black
16203 Country Crossing Dr.,
Tampa, FL 33624