

Kurt T. Sauter
Attorney and Counselor at Law

P98000080284

September 9, 1998

Florida Department State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

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ATTENTION: Randall

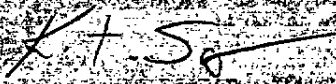
RE: PRESCRIPTION BEDDING, INC.

Dear Randall:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. As per your telephone conversation with my office of this date, please be advised that the filing fee was sent under separate cover.

If you have any questions, please call my legal assistant, Sharon.

Very truly yours,



Kurt T. Sauter

KTS/sgf

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 AM 7:50

R. Purinton SEP 17 1998

**ARTICLES OF INCORPORATION
OF
PRESCRIPTION BEDDING, INC.**

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") shall be:

PRESCRIPTION BEDDING, INC.

**ARTICLE II
PURPOSE OF BUSINESS**

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 20,000 shares of common stock (10,000 shares Class "A" voting stock and 10,000 Class "B" non-voting stock) having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this Corporation shall begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

410 Palmetto Place
Indialantic, Florida 32903

The name of the initial registered agent of this Corporation at that address shall be:

Porter N. Baxter

ARTICLE VI
BOARD OF DIRECTORS

The initial Board of Directors of CORPORATION shall consist of two (2) members.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his or her successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Porter N. Baxter, President	410 Palmetto Place Indialantic, Florida 32903
Wanda L. Baxter, Vice-President	410 Palmetto Place Indialantic, Florida 32903
Porter N. Baxter, Treasurer	410 Palmetto Place Indialantic, Florida 32903
Wanda L. Baxter	410 Palmetto Place Indialantic, Florida 32903

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator are as follows:


<u>Name</u>	<u>Street Address</u>
Porter N. Baxter	410 Palmetto Place Indialantic, Florida 32903

ARTICLE IX
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation are:

410 Palmetto Place
Indialantic, Florida 32903

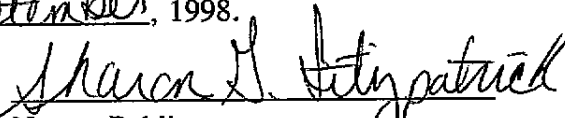
IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Cocoa Beach, Brevard County, Florida, for the uses and purposes aforesaid, this 5th day of September, 1998.

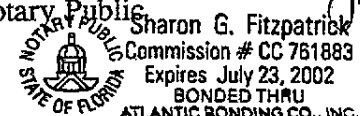

Porter N. Baxter
Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared Porter N. Baxter to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cocoa Beach, Brevard County, Florida, this 5th day of September, 1998.


Notary Public
Sharon G. Fitzpatrick
Commission # CC 761883
Expires July 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

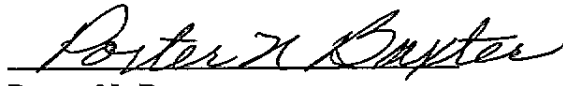


**DESIGNATION AND ACCEPTANCE
OF
PRESCRIPTION BEDDING, INC.**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, PRESCRIPTION BEDDING, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 410 Palmetto Place, Indialantic, Florida 32903, has named Porter N. Baxter as its registered agent to accept service of process within this state.


Porter N. Baxter,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Porter N. Baxter,
Registered Agent

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