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5.

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: INCREDIBLE USA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

200003708062--7
-02/16/01--01126--005
*****87.50 *****87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

W01-3868

Please return all correspondence concerning this matter to the following:

PAUL MUSSELWHITE, Attorney at Law
(Name of Person)

MUSSELWHITE & MEINHART, ATTORNEYS, PSC.
(Firm/Company)

385 W. Lincoln Trail Blvd.
(Address)

Radcliff, Kentucky 40160
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

PAUL MUSSELWHITE at (270) 351-6032
(Name of Person) (Area Code & Daytime Telephone Number)

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01 MAR -1 PM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
3/1

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 2001

PAUL MUSSELWHITE
385 W. LINCOLN TRAIL BLVD.
RADCLIFF, KY 40160

SUBJECT: INCREDIBED USA, INC.
Ref. Number: W01000003868

We have received your document for INCREDIBED USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 401A00010381

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAR -1 PM 8:33

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. INCREDIBLE USA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. KENTUCKY (State or country under the law of which it is incorporated) 3. 61-1372532 (FEI number, if applicable)

4. 10/13/00 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 385 W. Lincoln Trail Blvd., Radcliff, Kentucky 40160
(Principal office address)

b. Same
(Current mailing address)

8. Retail and wholesale of beds, mattresses and related items
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: RALPH MOBLEY, Attorney at Law

Office Address: 9781 Sassafras Court

Estero, Florida 33928
(Zip code)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ralph M Mobley
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark W. Musselwhite

Address: 791 Indian Pines Road
Wetumpka, Alabama 36093

Vice Chairman: _____

Address: _____

Director: Barbara J. Cook

Address: 8930 N. Davis Highway
Pensacola, Florida 32514

Director: _____

Address: _____

B. OFFICERS

President: Mark W. Musselwhite

Address: 791 Indian Pines Road
Wetumpka, Alabama 36093

Vice President: _____

Address: _____

Secretary: Barbara J. Cook

Address: 8930 N. Davis Highway
Pensacola, Florida 32514

Treasurer: Barbara J. Cook

Address: 8930 N. Davis Highway
Pensacola, Florida 32514

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Barbara J. Cook
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara J. Cook Secretary Treasurer
(Typed or printed name and capacity of person signing application)



John Y. Brown III
Secretary of State
Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

INCREDIBED USA, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is October 13, 2000 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of February, 2001.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Pmclean/0503634

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FILED
SECRETARY OF STATE
FRANKFORT, KY