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PHIL C. BEVERLY, JR.

Attorney at Law

FILED
00 OCT -5 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(352) 371-0858
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The Seagle Building
Suite 500
408 West University Avenue
Gainesville, Florida 32601-5289

4 October 2000

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

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-10/05/00--01086--025
*****78.75 *****78.75

RE: Incorporation of Main Street Bedding, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is our trust check #1205 in the amount of \$78.75, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$8.75
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$78.75</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Phil C. Beverly, Jr.

PCBjr/st
Enclosures



**ARTICLES OF INCORPORATION
OF
MAIN STREET BEDDING, INC.**

FILED
00 OCT -5 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation is Main Street Bedding, Inc.

ARTICLE II

General Nature of Business

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

Preemptive Rights

The Corporation elects to have preemptive rights. Upon the decision of the Board of Directors to sell for cash or other consideration any unissued shares in the Corporation, every shareholder shall have the right to acquire proportional amounts of the Corporation's unissued shares of the same kind,

class or series as that which he or she already holds at the price at which they are offered to others.

ARTICLE V

Duration

This Corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE VI

Initial Registered Office and Agent: Initial Principal office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

Phil C. Beverly, Jr.
The Seagle Building, Suite 500
408 W. University Ave
Gainesville, FL 32601-5289

The initial Principal Office of this Corporation in the State of Florida and its mailing address shall be as follows:

1947 N. Main Street
Gainesville, FL 32608

The Board of Directors may from time to time move the Registered Office or the Principal Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by amendment to the By-laws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII

Initial Directors

The names of the initial Directors of this Corporation and their street address are:

<u>Name</u>	<u>Address</u>
Alex Mitchell Downing	4731 S.W. 76th Terrace Gainesville, FL 32609
Linda Dempsey Downing	4731 S.W. 76th Terrace Gainesville, FL 32609

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until his/her successors are elected or appointed and is qualified, whichever first occurs.

ARTICLE IX

Indemnification

The Corporation shall have the authority, but is not required to indemnify any director, officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to the applicable Florida Statutes.

ARTICLE X

Incorporator

The name and street address of the person signing these Articles is:

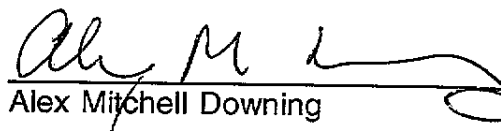
<u>Name</u>	<u>Address</u>
Alex Mitchell Downing	4731 S.W. 76th Terrace Gainesville, FL 32609

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 shareholders and approved at a shareholders' meeting by not less than a majority of the votes entitled to be cast on the amendment, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned Subscriber has executed these Articles of Incorporation on this 4 day of October 2000.


Alex Mitchell Downing

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Alex Mitchell Downing, who:

- is personally known to me;
- produced _____ as identification;
- took an oath;
- did not take an oath;

and who executed the foregoing and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of October 2000.



Kevin L. Clarke
MY COMMISSION # CC647680 EXPIRES
May 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

The following statement is submitted, in compliance with Sections 48.091 and 607.0501, Florida Statutes:


That Main Street Bedding, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named Phil C. Beverly, Jr., Attorney at Law, located at The Seagle Building, Suite 500, 408 W. University Ave., Gainesville, FL, 32601, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept the 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 of registered agent.

Dated: 10/4/00

By: _____


Phil C. Beverly, Jr.
Attorney at Law

FILED
00 OCT -5 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA