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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MITCH BAXTER'S HALF PRICE MATTRESS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 12:39

B. McKnight OCT 26 2000

ARTICLES OF INCORPORATION
OF

MITCH BAXTER'S HALF PRICE MATTRESS, INC.

The undersigned incorporator(s), for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Mitch Baxter's Half Price Mattress, Inc.

The principal place of business of this corporation shall be:

5748 Johnson Street,
Hollywood, FL. 33021

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 1,000 shares with a \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is(are):

Mitch S. Baxter, President
2115 N. 40th Ave.,
Hollywood, FL. 33021

Prepared by: **Wolf Accounting & Tax Service, Inc.**

6412 N. University Drive Suite 105
Tampa, Florida 33621
(954) 726-3511

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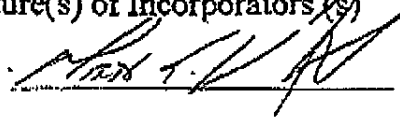
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the
incorporator(s) to this articles of incorporation is (are):

Mitch S. Baxter
2115 N. 40th Ave.,
Hollywood, FL. 33021

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of incorporation
this, 25th day of October, 2000

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

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1. The name of the corporation:

Mitch Baxter's Half Price Mattress, Inc.

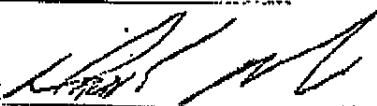
2. The name and address of the registered agent and office is:

Mitch S. Baxter

2115 N. 40th Ave.,

Hollywood, FL. 33021

(CITY / STATE / ZIP)

Signature: 

Title: Pres. / Reg. Agent

Date: October 25, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES

SIGNATURE: 

DATE October 25, 2000