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April 15, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/17/01-01053--011
*****70.00 *****70.00

RE: AFFORDABLE AIRBEDS.COM, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for AFFORDABLE AIRBEDS.COM, Inc. Also enclosed is his check for Seventy Dollars (\$70.00) to cover the filing fee.

Please return one copy and the completed paper work to our office at 1202 Monte Lake Dr., Valrico, FL 33564.

If you have any questions, please do not hesitate to call us at (813) 681-1534.

EFFECTIVE DATE
4-16-01

Respectfully submitted,

Ken Keith

Ken Keith
KASBAR, INC.
President

1 From
Date 4/16/01
Sender's Name KEN KEITH Phone 813 681-1534
Company KASBAR, INC.
Address 1202 MONTE LAKE DR.
City VALRICO State FL ZIP 33594

FILED
01 APR 17 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-19-01
WC

ARTICLES OF INCORPORATION
FOR
AFFORDABLE AIRBEDS.COM, INC.

FILED
01 APR 17 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is AFFORDABLE AIRBEDS.COM, INC. and its place of business is 8820 S.W. STATE RD 200, STE D, OCALA, FL. 34481.

ARTICLE II

DURATION, EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation, or the date of receipt by the Secretary of State, whichever is earlier.

ARTICLE III

PURPOSE

EFFECTIVE DATE

4-16-01

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Ten Cents (.10) par value Common Stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered office are as follows:

RAYMOND RICHARD MC ARTHUR, JR.
8820 S. W. STATE RD.200, STE D.
OCALA, FL. 34481

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director(s) of this corporation is:

RAYMOND RICHARD MC ARTHUR, JR.
8820 S. W. STATE RD 200, STE D
OCALA, FL. 34481

ARTICLE VII

INCORPORATOR

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

RAYMOND RICHARD MC ARTHUR, JR.
8820 S W STATE RD 200, STE D
OCALA, FL. 34481

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of this corporation may act by written agreement without a meeting, as provided in the Florida Statutes 607.394 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock on this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of the issue bears to the total number of shares outstanding exclusive of the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of the receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of the notice from the corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by Chapter 607.0850 of the Florida Statutes, or any successor thereto.

ARTICLE XIII

CUMULATIVE VOTING RIGHTS

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his or her shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he or she sees fit: provided however, that the notice shall be given by any shareholder to the President or Vice President for the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he or she intends to accumulate his or her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this Corporation.

ARTICLE XIV

LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any charter of the Bylaw provision for annual election shall be without prejudice to the contract fights, of any, of the executive officer under the contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16th day of APRIL, 2001.


INCORPORATOR

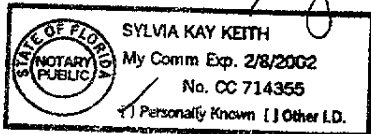
STATE OF FLORIDA

COUNTY OF MARION

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 16th day of APRIL, 2001, by RAYMOND RICHARD McARTHUR, JR., who is personally known to me or has produced _____ as identification and who did (did not) take an oath.

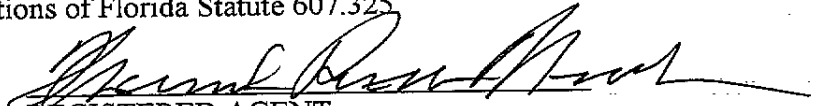
SYLVIA KAY Keith
Sylvia Kay Keith

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 2/8/02



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute 607.325


REGISTERED AGENT