

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**FILED**

01 DEC 19 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300004732869-0

-12/19/01--01030--018

\*\*\*\*\*78.75 \*\*\*\*\*78.75

*PO1000119875*

*Tony's Mattress + Dinette Discount  
Center, Inc.*

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

**RECEIVED**  
01 DEC 19 PM 12:46  
DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: *SK*

Name \_\_\_\_\_

Date *12/19/01*

Time *12:32*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**J. BRYAN DEC 19 2001**

**FILED**  
01 DEC 19 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TONY'S MATTRESS & DINETTE DISCOUNT CENTER INC.**

**ARTICLE I. NAME**

The name of this corporation is:

**TONY'S MATTRESS & DINETTE DISCOUNT CENTER INC.  
5535 GOLDEN GATE PARKWAY  
NAPLES, FL 34116**

**ARTICLE II. DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of transacting any or lawful business, including but not limited to the establishment and management retail, wholesale, export of household goods.

**ARTICLES IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is One-Hundred (100) common shares having a par value of One (\$1.00) dollar per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is

**5535 GOLDEN GATE PARKWAY  
NAPLES, FL 34116**

and the name of the initial registered agent of this corporation at that address  
is

**TONY MARINO  
5535 GOLDEN GATE PARKWAY  
NAPLES, FL 34116**

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the directors of this corporation are:

<b>ANTHONY LE DONNE</b>	<b>5137 Inagua Way,</b>	<b>Naples, FL 34119</b>
<b>TONY MARINO</b>	<b>5147 Inagua Way,</b>	<b>Naples, FL 34119</b>

#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE X. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

#### **ARTICLE XI. DIRECTORS' COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## **ARTICLE XII. DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

## **ARTICLE XIII. REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by actions of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

## **ARTICLE XIV. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

## **ARTICLE XV. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

I, the undersigned, hereby accepts the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



TONY MARINO Incorporated and Registered  
agent

5535 GOLDEN GATE PARKWAY  
NAPLES, FL 34116

**FILED**  
01 DEC 19 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA