

P02000040734

LAW OFFICES

THOMAS A. HASIS, P.A.

2261 East Sample Road • Suite 2

LIGHTHOUSE POINT, FLORIDA 33064

Phone (954) 941-2345 Fax (954) 941-2346

Email TomHasis@aol.com

April 5, 2002

Secretary of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

4-5-02

800005206038--3
-04/08/02--01078--022
*****78.75 *****78.75

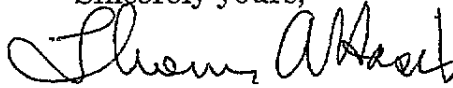
Filing New Corporation

Dears Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of **MURPHY BED INDUSTRIES, INC.** together with a check in the amount of \$78.75 representing the filing fees and costs for a certified copy of the Articles of Incorporation, as filed.

Please note the EFFECTIVE DATE IS APRIL 5, 2002.

Sincerely yours,



Thomas A. Hasis

FILED
02 APR -8 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 4/15

EFFECTIVE DATE
4-5-02

ARTICLES OF INCORPORATION

OF

MURPHY BED INDUSTRIES, INC.

FILED

02 APR -8 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is **MURPHY BED INDUSTRIES, INC.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 4336 North Federal Highway, Fort Lauderdale, Florida 33308. The mailing address of the corporation is 4336 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE III- CAPITAL STOCK

The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000) shares having no par value for each share.

ARTICLE IV - PREEMPTIVE RIGHTS

No preemptive rights shall be granted to shareholders.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4336 North Federal Highway, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is J. BLYER HULSE.

ARTICLE VI - INCORPORATORS

The name and address of the sole Incorporator is:
J. BLYER HULSE, 4336 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the initial director is:
J. BLYER HULSE, 4336 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE VIII - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in the business of manufacture and sale of Murphy Bed mechanisms and wall-bed systems and related activities.
- (b) To acquire by purchase, lease, exchange, or otherwise lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein;
- (c) To acquire, by purchase, lease, manufacture, exchange, or otherwise any personal property deemed necessary or useful in the conduct of the business of the corporation, and to lease, rent, encumber, sell or otherwise dispose of any personal property at any time owned or held by the corporation;
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness;
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquired or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote

such stock;

(f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, partnership, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchased of its own shares;

(g) To engage in the transaction of any and all business and to do and perform any and all of such other acts and things as may be permitted of a corporation for profit under the laws of the United States of America and of the State of Florida relative to corporations for profit, as now existing, or as the law may henceforth provide.

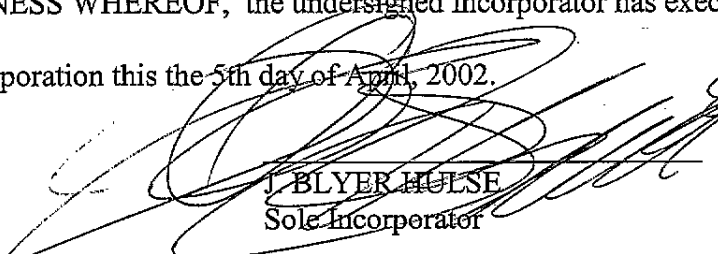
ARTICLE IX - EFFECTIVE DATE

The effective date of these Articles of Incorporation is April 5, 2002.

ARTICLE X - AMENDMENT

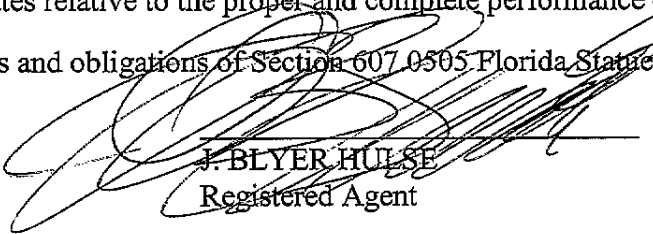
This power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 5th day of April, 2002.


J. BLYER HULSE
Sole Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for **MURPHY BED INDUSTRIES, INC.** I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.


J. BLYER HULSE
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR - 8 PM 3:57

FILED