

PD3000039026

Anthony J. Wood,

3017 Club Drive, Destin, FL 32550.

(Address)

(City/State/Zip/Phone #)

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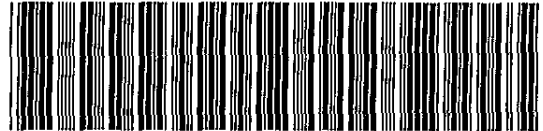
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Rest Assured USA, Inc.

KNOW TO ALL MEN BY THESE PRESENTS, that the undersigned, being natural persons of the age of twenty-one years or more, have associated ourselves together for the purpose of availing ourselves of the provisions of the general incorporation laws of the State of Florida in becoming a body politic and corporate under and by virtue of the provisions of said laws, and in accordance with the provisions and requirements thereof, we do hereby make, execute and acknowledge, each for him/herself and in his/her own proper person, this certificate in writing of our intentions so to become a body politic and corporate and do certify to and adopt articles of incorporation as follows:

ARTICLE I

NAME AND DURATION

The corporate name and style of our said corporation shall be Rest Assured USA, Inc., and its duration shall be perpetual.

ARTICLE II

PURPOSES

The nature and business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on are:

1. To engage in any lawful act or activity and to do all things and have all powers allowed under the Florida Corporation code and the laws of the State of Florida.
2. In-home mattress sanitization and treatment.

ARTICLE III

CAPITAL STOCK

The capital stock of our said corporation shall consist of one class, common stock of 10,000 shares, which shall have no par value per share, issuance of which is hereby authorized.

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ARTICLE IV

NO CUMULATIVE VOTING

The non-cumulative system of voting for directors shall be in effect.

ARTICLE V

PRE-EMPTIVE RIGHTS

Shareholders shall have no pre-emptive rights to acquire additional or treasury shares of the corporation or to acquire securities convertible into shares of carrying stock, purchase warrants, or privileges.

ARTICLE VI

PLACE OF BUSINESS AND REGISTERED OFFICE AND AGENT

The principal place of business of the Corporation shall be Anthony J. Wood, 3017 Club Drive, Destin, FL 32550.

The registered agent and registered office of the Corporation shall be Anthony J. Wood, 3017 Club Drive, Destin, FL 32550. The mailing address is 3017 Club Drive, Destin, FL 32550.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT


Anthony J. Wood

REGISTERED AGENT/ INCORPORATOR

ARTICLE VII

DIRECTORS

The business and affairs of said Corporation shall be under the control and management of a Board of Directors consisting of not fewer than two persons, provided, however, that if there are fewer than two holders of record of the corporation's shares of stock, then the number of directors shall not be fewer than the number of shareholders, but need not exceed it. Directors

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need not be shareholders. The initial Board of Directors shall consist of three people who are to serve as directors until his/her successors are elected and qualified, and whose name and address is set forth as follows:

Anthony J. Wood 3017 Club Drive, Destin, FL 32550.
Robert Graeme Pritchard 4310 Canoga Drive, Woodland Hills, CA 91364
Janice Loveland 20044 PCH Lower, Malibu, CA 90265

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is Anthony J. Wood, 3017 Club Drive, Destin, FL 32550.

IN WITNESS WHEREOF, I have unto set my hand and seal this 26th th day of 2003.

[illegible]

I, * a Notary Public in and for said County of Walton and State of Florida, do hereby certify that Anthony J. Wood, who is to me personally known to be the person whose name is subscribed to and who executed the Articles of Incorporation appeared before me this day in person and for himself acknowledged that he had signed, sealed and delivered the said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 26 day of March, '03. Witness my hand
and official seal. Produced Florida Driver License W300-010-47-179-0 Anthony
John Wood

My commission expires:

*Mary P. Ricevuto

