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TALLAHASSEE, FLORIDA

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LAW OFFICES
OF
RAY A. SCHLICHTE, JR., P.A.

PAUL G. SCHLICHTE*
MATTHEW J. SCHLICHTE*
RAY A. SCHLICHTE, JR. (RET.)
*MEMBER OF FEDERAL BAR

2134 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020
TELEPHONE (954) 923-4604
MIAMI (305) 945-2388
FAX (954) 923-6545

October 27, 2003

Secretary of State of Florida
Attention: Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: *Articles of Incorporation of "PILLOW THOUGHTS, INC."*

Dear Sir/Madam:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of the above-named corporation, together with the Acceptance of the Registered Agent.

Kindly endorse your approval of the Article on the duplicate copy, certify same and return it to the undersigned.

Also, enclosed is our check in the amount of \$78.75 representing the filing fee for certified copy of the Certificate of Incorporation, and the fee for Designation of a Registered Agent.

Thank you for your cooperation in this matter.

Sincerely,


Paul G. Schlichte

PGS/jam

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PILLOW THOUGHTS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is PILLOW THOUGHTS, INC.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in activity of business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - PRINCIPAL OFFICE

The initial mailing address of the principal office of this corporation in the State of Florida is 12963 NW 23rd Street, Pembroke Pines, FL 33028.

The Board of Directors may, from time to time, move the principal office to another location in the State of Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have not less than one director.

ARTICLE VIII. - INITIAL DIRECTORS

The names, titles, and addresses of the first Board of Directors are:

NAME	TITLE	ADDRESS
Nancy Pease	President/Director	12963 NW 23 rd Street Pembroke Pines, FL 33028
Pamela B. Lane	Secretary/Vice President/Director	12963 NW 23 rd Street Pembroke Pines, FL 33028

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
PAUL G. SCHLICHTE	2134 Hollywood Boulevard Hollywood, FL 33020

ARTICLE X. - REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is: PAUL G. SCHLICHTE

The address of the Registered Agent is:

2134 Hollywood Boulevard
Hollywood, FL 33020

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII.

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors, or by resolution of the Stockholders.

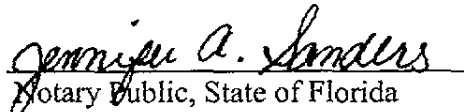
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation, at Hollywood, Florida, this 27 day of October 2003, for the uses and purposes aforesaid.

 (SEAL)
PAUL G. SCHLICHTE

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared PAUL G. SCHLICHTE, to me known to be the person described as a Subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of October 2003.


Notary Public, State of Florida
at Large

My Commission Expires:



Jennifer A. Sanders
Commission # CC 938291
Expires May 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for PILLOW THOUGHTS, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 27th day of October 2003.


PAUL G. SCHLICHTE

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