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## TRANSMITTAL LETTER

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

	s Zone USA of Volusia, Inc. (PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)
Enclosed are an orig	inal and one (1) copy of the art	icles of incorporation and	l a check for:
\$70.00 Filing Fee	□ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status  PPY REQUIRED
FROM: Wir	ndy A. Kemp Name	(Printed or typed)	nal arra
<u>;</u>	825 SE 3rd Avenue	Address	
9	Ocala, Florida 34471	, State & Zip	

(352) 629-7979

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

# 4 OCT 13 AM 9:

#### ARTICLES OF INCORPORATION

OF

### MATTRESS ZONE USA OF VOLUSIA, INC.

The undersigned Incorporator, being person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

# ARTICLE I - Name

The name of this corporation shall be:

# MATTRESS ZONE USA OF VOLUSIA, INC.

# ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and State of Florida.

# ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

# ARTICLE IV - Initial Corporate office; Initial Registered Office and Agent

The street address and mailing address of the initial corporate office is 825 SE 3<sup>rd</sup> Avenue, Ocala, Florida 34471. The initial registered office of this Corporation is 825 SE 3<sup>rd</sup> Avenue, Ocala, Florida 34471, and the name of the initial registered agent of this Corporation at that address is Windy A. Kemp.

#### <u>ARTICLE V – Term of Existence</u>

The effective date upon which this Corporation shall come into existence shall be October 7, 2004, and it shall exist perpetually unless dissolved according to law.

# ARTICLE VI - Directors

The initial number of Directors of this Corporation shall be one (1). The name and address of the initial member of the Board of Directors is:

Name	Address
Gary A. Thurston	825 SE 3 <sup>rd</sup> Avenue

### ARTICLE VII - Incorporator

Ocala, Florida 34471

The name and street address of the Incorporator signing these Articles is:

Name	<u>Address</u>
Windy A. Kemp	825 SE 3 <sup>rd</sup> Avenue Ocala, Florida 34471

# ARTICLE VIII – Bylaws

The power to adopt, alter, amend or repel Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

# ARTICLE IX – Amendment

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

# <u>ARTICLE X – Indemnification</u>

The Corporation shall indemnify each of the officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorney's fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of October, 2004.

Windy A. Remp

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Mattress Zone USA of Volusia, Inc.

Windy A. Kemp Registered Agent

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