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A-1 Mattress Direct Inc  
7206 Atlantic Blvd  
Jacksonville, FL 32216

(Address)

(City/State/Zip/Phone #)

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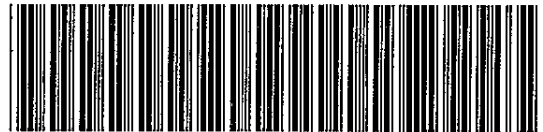
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# ARTICLES OF INCORPORATION OF

## A-1 MATTRESS DIRECT INC.

The Undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

### Article 1: Name

The name of this corporation is A-1 MATTRESS DIRECT INC.

### Article II: Principal Office or Mailing Address

The principal office of the corporation is located at, 7206 Atlantic Blvd, Jacksonville, FL 32216

### Article III: Capital Stock

- (a): Authorized Shares. The total number of shares that may be issued by the corporation is 100, all of which shall be the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.
- (b): Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferee thereto.
- (c): Corporation Liquidation and Dissolution. In the event of voluntary or or involuntary liquidation, dissolution or winding up of the corporation, the holders of the record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.
- (d): Voting. Each share of the common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in numbers of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.
- (e): Preemptive Rights. Shareholders shall have no preemptive rights.
- (f): Cumulative Voting. Cumulative voting shall not be permitted.
- (g): Restrictions Transfer of Stock. The shareholders may, bylaw provision or shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, encumbrance of the stock of this corporation as they may see fit.

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#### **ARTICLE IV: REGISTERED OFFICE AND AGENT**

**The street address of the initial registered office of this corporation is 7206 Atlantic Blvd, Jacksonville, FL 32216 and the name of the registered agent of this corporation at this address is Alvin G Rekau**

#### **ARTICLE V: DIRECTORS & INCORPORATORS**

- (a): **Number.** The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by shareholders.
- (b): **Initial board of Directors.** The names and addresses of the initial director and incorporator until the first annual meeting of the shareholders are as follows:

**Alvin G Rekau  
7206 Atlantic Blvd .  
Jacksonville, FL 32216**

- (c): **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.
- (d): **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VI: BYLAWS**

**The directors shall adopt the initial Bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.**

**ARTICLE VII: DURATION**

**This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.**

**IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 26<sup>th</sup> day of March, 2002. I hereby am familiar with and accept the duties and responsibilities as Registered agent.**

  
**Alvin G Rekau**  
**Director & Incorporator**

**These Articles were signed in my presence by the incorporator who produced a form of identification or was personally known to me.**

\_\_\_\_\_  
**Notary Public**

\_\_\_\_\_, State of Florida

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