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TALLAHASSEE, FLORIDA

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JUDITH KENNEY & ASSOCIATES, P.A.

Law Offices

777 Brickell Avenue, Suite 1070 Miami, Florida 33131
Telephone (305) 373-7888 Facsimile (305) 373-3739
e-mail jkenney@jkalaw.com

March 31, 2005

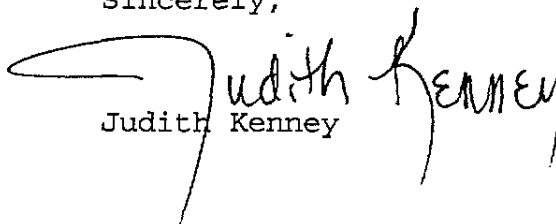
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Ladies and Gentlemen:

Enclosed please find two original sets of the Articles of Incorporation of UNITED SLEEP SOLUTIONS CORP. together with our check for the \$70 filing fee.

I have also enclosed a self-addressed envelope for return of the file-stamped document.

Sincerely,


Judith Kenney

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

UNITED SLEEP SOLUTIONS CORP.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

UNITED SLEEP SOLUTIONS CORP.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000,000 shares of common stock with a par value of \$.001 per share.

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ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney, Attorney
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

The Corporation shall have four directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Stephen H. Oppenheimer
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

Terry Bradley
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

Joe E. Smith
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

Bruce Hirshman
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

Judith Kenney
JUDITH KENNEY & ASSOCIATES, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VIII

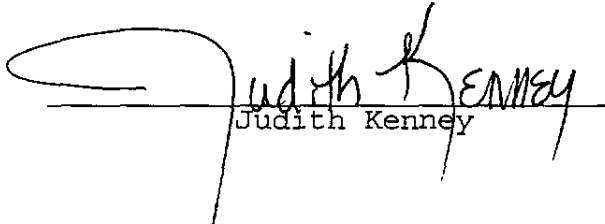
The mailing address of the Corporation's principal office
shall be:

1708 North Roosevelt Boulevard
Key West, Florida 33040

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

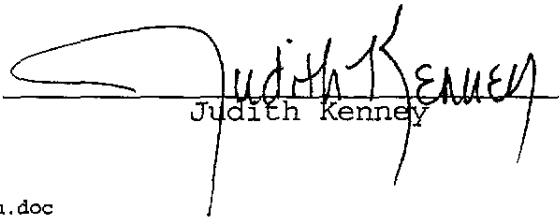
Executed at Miami, Florida this 31st day of March, 2005.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of UNITED SLEEP SOLUTIONS CORP., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this March 31, 2005.


Judith Kenney

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CLERK OF STATE
TALLAHASSEE, FLORIDA