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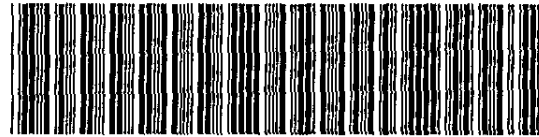
(Business Entity Name)

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J. Shivers OCT 20 2005

ARTICLES OF INCORPORATION  
OF  
WATER BED PARTS ON LINE, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The Name of this corporation shall be WATER BED PARTS ON LINE, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

A. To engage in retail sales of water bed replacement parts and bedding.

B. To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

C. To engage generally in real estate acquisition, construction investments, and any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever;

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

D. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

E. To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description;

F. To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary to incidental or proper to the exercise of any and all of the aforesaid purposes of the corporation;

G. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

H. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning

said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

I. To purchase, sell and transfer shares of its own capital stock;

J. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

K. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida; and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

#### ARTICLE V

The street address of the principal office of this corporation is 650 Davinci Pass, Kissimmee, FL 34759, and the name and address of the initial registered agent is **CATHY D. MILLER**.

#### ARTICLE VI

There shall be a board of directors for this corporation which shall consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or

by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VII

The name and address of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified are:

CATHY D. MILLER

843 Cypress Parkway #411  
Kissimmee, FL 34759

GARY J. MILLER

843 Cypress Parkway #411  
Kissimmee, FL 34759

#### ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

CATHY D. MILLER

843 Cypress Parkway #411  
Kissimmee, FL 34759

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or member of such firm or not so interested.

#### ARTICLE X

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or

repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### ARTICLE XII

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro rata ownership of the corporation. In the event of a proposed sale, the price offered to the remaining stockholders shall be the same price

and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining stockholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by the remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.

Cathy D. Miller  
Cathy D. Miller

STATE OF FLORIDA

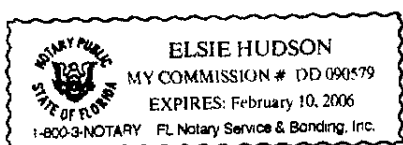
COUNTY OF POLK

Before me, the undersigned authority, on this 17th day of October, 2005, personally appeared CATHY D. MILLER, to me well known to be the person described in and who acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this date aforesaid.

Elsie Hudson  
NOTARY PUBLIC

S E A L



My commission expires:



STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

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In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That **WATER BED PARTS ON LINE, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at **650 Davinci Pass, Kissimmee, FL 34759**, had named **STEPHEN F. BAKER** as its agent to accept service of process within this State.

**OFFICERS**

**ADDRESS**

Cathy D. Miller - President	843 Cypress Parkway #411 Kissimmee, FL 34759
Gary J. Miller - Vice President	843 Cypress Parkway #411 Kissimmee, FL 34759

**DIRECTORS**

**ADDRESS**

Cathy D. Miller	843 Cypress Parkway #411 Kissimmee, FL 34759
Gary J. Miller	843 Cypress Parkway #411 Kissimmee, FL 34759

**WATER BED PARTS ON LINE, INC.**

By: Cathy D. Miller  
Cathy D. Miller - Director

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.

Cathy D. Miller  
Cathy D. Miller  
Registered Agent

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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