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TALLAHASSEE, FLORIDA

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3/9/09

JANIE MAURER

Requester's Name

500 NE SPANISH RIVER BLVD

Address

BOCA RATON, FL 33431 #27

City

State

ZIP

Phone

(561) 392-4142

CORPORATION(S) NAME

beds, beds, beds of LUTZ, INC.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION  
OF  
BEDS, BEDS, BEDS OF LUTZ, INC.

FILED  
09 MAR 10 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years, citizens or residents of the United States of America, and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be: BEDS, BEDS, BEDS OF LUTZ, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

- (1) To engage in the purchase and sale of mattresses, bedding and related products.
- (2) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.
- (3) To engage generally in any form of manufacturing or mercantile enterprises not contrary to law.
- (4) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.
- (5) To act as agent or representative of corporations, firms and individuals.
- (6) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, or other entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing or, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full

power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

(7) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(8) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(9) To guaranty, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of a corporation created by any other state or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(10) To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(11) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other

powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

#### ARTICLE III

STOCK. The maximum number of shares outstanding at any one time shall be One Hundred (100) shares at par value of One (\$1.00) Dollar per share.

#### ARTICLE IV

CAPITAL. The corporation shall begin business with not less than the sum of One Hundred and No/100 (\$100.00) Dollars.

#### ARTICLE V

CORPORATE EXISTENCE. The Corporation shall have perpetual existence and shall commence business upon issuance of a Certificate by the Secretary of State.

#### ARTICLE VI

POST OFFICE ADDRESS. The principal office or place of business of the corporation shall be: 21126 S.R. 54, Lutz, Florida 33549, or such other places as may be designated by the Board of Directors.

#### ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE. The registered office for the Corporation and the registered agent for the Corporation are as follows:

Jani E. Maurer

500 N.E. Spanish River Blvd., Suite 27  
Boca Raton, Florida 33431

#### ARTICLE VIII

NUMBER OF DIRECTORS. The number of Directors shall be not less than one (1) nor more than three (3), the presence of all of whom, in person or by proxy, shall be required in order to constitute a quorum at any meeting of the Board of Directors.

#### ARTICLE IX

NAMES AND ADDRESSES OF DIRECTORS. The names and addresses of the first Board of Directors of the Corporation is as follows:

Robert A. Johnson, 831 S.E. 5<sup>th</sup> Avenue, Pompano Beach, Florida 33060

Sandra Johnson, 831 S.E. 5<sup>th</sup> Avenue, Pompano Beach, Florida 33060

#### ARTICLE X

OFFICERS. The names and post office addresses of the officers of the Corporation are as follows:

Robert A. Johnson  
831 S. E. 5<sup>th</sup> Avenue  
Pompano Beach, Florida 33060

President and Secretary

Sandra Johnson  
831 S.E. 5<sup>th</sup> Avenue  
Pompano Beach, Florida 33060

Treasurer

#### ARTICLE XI

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS. The names and post office addresses of the Subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

NAME	ADDRESS	NUMBER SHARES
Robert A. Johnson, as Trustee, Robert A. Johnson Revocable Trust of 6/19/00	831 S.E. 5 <sup>th</sup> Avenue Pompano Beach, Florida 33060	50
Sandra Johnson, as Trustee, Sandra Johnson Revocable Trust of 6/19/00	831 S.E. 5 <sup>th</sup> Avenue Pompano Beach, Florida 33060	50

The proceeds of the stock subscribed to will amount to at least One Hundred and No/100 (\$100.00) Dollars.

#### ARTICLE XII

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any net stock of this Corporation of the same kind, class or series as that which he, she or it already holds, shall have the right to purchase his, her or its pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE XIV

INDEMNIFICATION. (a) The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters

as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

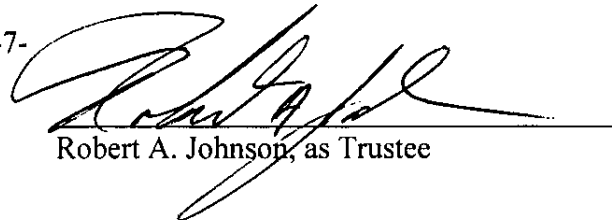
(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid on this 26 day of February, 2009.




-7-


  
Robert A. Johnson, as Trustee

\_\_\_\_\_  
Sandra Johnson, as Trustee

STATE OF FLORIDA  
COUNTY OF ~~PALM BEACH~~ BROWARD

The foregoing instrument was signed and acknowledged before me on this 26 day of  
FEBRUARY, 2009, by Robert A. Johnson and Sandra Johnson, who are  
personally known to me or who produced \_\_\_\_\_ as identification,  
and who did take an oath.

  
Notary Public, State of Florida

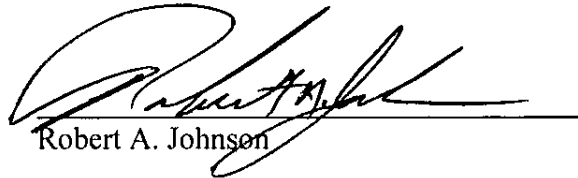
Print name: \_\_\_\_\_  
(seal)  NOTARY PUBLIC STATE OF FLORIDA  
Lorraine Broeckelmann  
Commission # DD535702  
Expires: MAY 16, 2011  
Bonded Thru Atlantic Bonding Co., Inc.

My Commission Expires:

STATE OF FLORIDA  
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

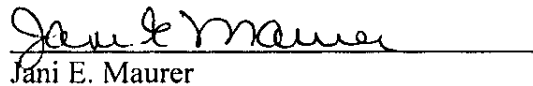
The Incorporation of BEDS, BEDS, BEDS OF LUTZ, INC., in accordance with chapter 607.034, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, BEDS, BEDS, BEDS OF LUTZ, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Lutz, State of Florida, herein designates and names Jani E. Maurer, whose address is 500 N.E. Spanish River Blvd., Suite 27, Boca Raton, Florida 33431, as its Agent to accept service of process within the state.

  
Robert A. Johnson

ACCEPTANCE

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 provisions of said act relative to keeping open said office.

  
Jani E. Maurer

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09 MAR 10 AM 11:12  
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TALLAHASSEE, FLORIDA