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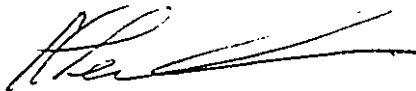
Harold A. Leclair
38593 U.S. 19 No.
Palm Harbor, Fl. 34684
813-938-1005
813-847-7861

Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Dear Sirs;

Enclosed you will find the articles of incorporation I am submitting for forming a corporation to be called Bedroom Masters, Inc. along with a check in the amount of \$122.50 for the registration of the corporation and certificate of registration

Thank You



Harold A. Leclair

FILED
1995 JAN 30 AM 9:46

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ARTICLES OF INCORPORATION
OF
BEDROOM MASTERS, INC.

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1995 JAN 30 AM 9:46
SEC
TALLAHASSEE, FLORIDA

The undersigned hereby executes the following for the purpose of forming a corporation under the laws of the state of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE 1 - NAME

The name of the corporation shall be BEDROOM MASTERS, INC.

ARTICLE 2 - PROPOSE

The corporation is organized for the purpose of any and all lawful business under the laws of the State of Florida and the United States.

ARTICLE 3 - CAPITAL STOCK

The authorized capital stock of the corporation shall be common stock divided into one hundred (100) shares at One Hundred Dollar (\$100.00) par value. Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value thereof, and said stock may be paid for in money or tangible personal property, but not for labor, services, or stock, at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

ARTICLE 4 - PREEMPTIVE

Every shareholder upon the sale for cash or 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 prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE 6 - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial office of this corporation is 38593 U. S. 19 No., Palm Harbor, Florida 34684. The name of the initial registered agent is HAROLD A. LECLAIR, and the address of the Initial Registered Agent is 38593 U. S. 19 No, Palm Harbor, Fl. 34684.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). the name and address of the initial Director is:

HAROLD A. LECLAIR

38593 U. S. 19 No.

Palm Harbor, Fl. 34684

ARTICLE 8 - INCORPORATORS

The name and address of the initial person signing these articles is:

HAROLD A. LECLAIR

38593 U. S 19 No.

Palm Harbor, Fl. 34684

ARTICLE 9 - POWERS OF DIRECTORS

The Directors shall have all powers granted by the Laws of the State of Florida and the power to hold their meetings and to have one or more offices, and to keep the books of the corporation, except the original or duplicate stock ledger, outside the original county of its initial registered office, and the State of Florida, at such place or places as from time to time may be designated by the By-Laws or a Resolution of the board of Directors. Members of the Board of Directors may participate in regular meeting of the board of Directors by means of conference telephone provided by law.

ARTICLE 10 - INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11 - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on the 1/23/95.

[Signature]
[Signature]

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 1/23/95, before me a Notary Public, the undersigned officer, appeared Harold A. Leclair, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the 1/23/95.

[Signature]
NOTARY PUBLIC

My Commission Expires: 11-30-97



GERALD J. SANFORD
My Comm. Exp. 11/30/97
Bonded By Service Inc
No. CC328022

Notary Public Notary L.B.

Fla DC

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


FILED
1995 JUN 30 11:09:46
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First - That BEDROOM MASTERS, INC. desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the
Articles of Incorporation, in the City of Palm Harbor, County of Pinellas,
State of Florida, has named HAROLD A. LECLAIR located at 38593 U. S.
19 No., Palm Harbor, Fl. 34684, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

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


Resident Agent