

P95000011436

DAVID F. ROBERTS
6423 Collins Avenue
Suite #907
Miami Beach, Florida 33141

February 6, 1995

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

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-02/09/95--01069--001
****122.50 ****122.50

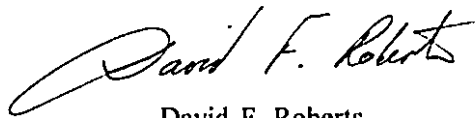
Re: Filing of Living Comfort, Inc.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for the above-referenced corporation, as well as a check made out to the Secretary of State for \$122.50. Please file the Articles and forward a certified Certificate of Incorporation in the enclosed self-addressed postage pre-paid envelope.

Thank you for your attention to this matter. I remain,

Sincerely,



David F. Roberts

FILED
1995 FEB -8 AM 10:06
TALLAHASSEE, FLORIDA

Enclosures

BPR
2/10/95
P95-11436

**ARTICLES OF INCORPORATION
OF
LIVING COMFORT, INC.**

ARTICLE I - Name

The name of the Corporation is Living Comfort, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - Capital Stock - Classes of Shares

The par value thereof and the characteristics of such common stock shall be as follows:

- (a) Number of shares authorized is 1000.
- (b) Par value per share is .01.

**ARTICLE IV - Initial Registered
Office and Agent**

The Corporation's registered principal and mailing address in the State of Florida, County of Dade, is 6423 Collins Avenue, Suite 907, Miami Beach, FL 33141, County of Dade. The Corporation's registered agent is David F. Roberts and his address is 6423 Collins Avenue, Suite 907, Miami Beach, FL 33141.

ARTICLE V - Board of Directors and Officers

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and addresses of such members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified, are:

Jesus Muñoz

6423 Collins Avenue
Suite 907
Miami Beach, Florida 33141

FILED
1995 FEB -8 M 10 06
STATE
TALLAHASSEE, FLORIDA

David F. Roberts

6423 Collins Avenue
Suite 907
Miami Beach, Florida 33141

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1995 FEB -8 AM 10:06
TALLAHASSEE, FLORIDA

The initial officers shall be those persons as are directed by the Board of Directors

Jesus Muñoz

c/o David F. Roberts
6423 Collins Avenue
Suite 907
Miami Beach, Florida 33141

David F. Roberts

c/o David F. Roberts
6423 Collins Avenue
Suite 907
Miami Beach, Florida 33141

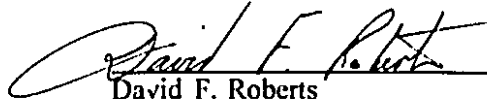
ARTICLE VI - Incorporator

The name of the incorporator is David F. Roberts, and the address of the incorporator is 6423 Collins Avenue, Suite 907, Miami Beach, Florida 33141.

ARTICLE VII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by Florida law and the Shareholders Agreement in existence now or hereafter

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purposes of forming a corporation, pursuant to the Florida General Corporation Act with the State of Florida, has signed these Articles of Incorporation this 6th day of February, 1995.

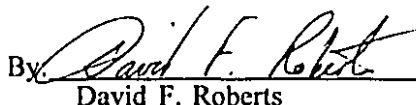


David F. Roberts
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named the registered agent of Living Comfort, Inc., hereby accepts such designation as it is familiar with and accepts the obligations as provided in the Florida General Corporation Act.

Dated this 6th day of February, 1995.

By: 
David F. Roberts