

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000011898

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 13 1995 35B

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME		CK No.	
BY	<i>W.</i>		

WALK-IN 213
 WITH Pick Up 11:00

RE: Pillows Direct, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Initial Express™		
<input checked="" type="checkbox"/> Initial Inc. File		
<input checked="" type="checkbox"/> Pub. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FILED
 FEB 13 AM 10:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 FEB 13 PM 9:45
 DIVISION OF CORPORATIONS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PILLOWS DIRECT, INC.

FILED
95 FEB 13 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of Pillows Direct, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Office

The name of the corporation shall be Pillows Direct, Inc., and the corporate address shall be 4630 S. Kirkman Rd.; Suite 421; Orlando, FL 32811.

ARTICLE III

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purposes

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) consisting of a single class of common stock, \$1.00 par value per share.

ARTICLE V

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 200 E. Robinson St.; Suite 1250; Orlando, FL 32801, and the initial Registered Agent at such address is Harris N. Dvores.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Richard Moore
1958 Fireside Ct.
Casselberry, FL 32707

ARTICLE VII

Preemptive Rights Granted

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is: Harris N. Dvores, 200 E. Robinson St.; Suite 1250, Orlando, FL 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 10th day of January, 1995.

Harris N. Dvores
Harris N. Dvores, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of January, 1995 by Harris N. Dvores, who is personally known to me and who executed the foregoing Articles of Incorporation.



Tara Elaine Henderson
NOTARY PUBLIC, STATE OF FLORIDA

TARA ELAINE HENDERSON
Notary's Name Printed

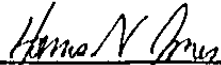
FILED

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

95 FEB 13 AM 10:32

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 10 day of January, 1995.



Harris N. Dvores
Registered Agent