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HENRY R. ZIPPAY, JR., P.A.

ATTORNEY AT LAW

TRIAL LAWYERS BUILDING - SUITE 201

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FILED

25 FEB 23 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 20, 1995

EFFECTIVE DATE

FEB 20 1995

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

400001413564
-02/23/95--01063--001
***122.50 ***122.50

Re: Wesley's 1/2 Price Bedding, Inc.

Dear Sirs:

Enclosed herewith, please find the original Articles of Incorporation for the above referenced corporation, together with my check in the amount of \$122.50, representing the payment of the following items:

1. Filing fee	\$35.00
2. Resident Agent	35.00
3. Certified copy	<u>52.50</u>

TOTAL	\$122.50
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Would you please furnish a Certified Copy of the Articles of Incorporation to the undersigned at your earliest convenience?

Very truly yours,


HENRY R. ZIPPAY, JR.

HRZ/sd
Enclosures (2)

FEB 24 1995

 BSB

ARTICLES OF INCORPORATION
OF
WESLEY'S 1/2 PRICE BEDDING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, being a natural person, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE

ARTICLE I

FEB 20 1995

The name of the corporation shall be WESLEY'S 1/2 PRICE BEDDING, INC. and its principal place of business shall be located at 5130 U. S. Highway 27 North, Sebring, Florida 33872.

ARTICLE II

The general character of the business to be transacted by the corporation is wholesale/retail sales.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of One Dollar (\$1.00). Authorized capital may be issued in return for cash, services or property, at a just value to be determined by the Board of Directors of this corporation at any meeting.

ARTICLE IV

Cumulative voting for directors shall NOT be permitted.

ARTICLE V

This corporation shall exist perpetually and its existence shall begin on the 20th day of February, 1995.

ARTICLE VI

The initial registered office of the corporation shall be 5130 U. S. Highway 27 North, Sebring, Florida 33872 and the name of the initial registered agent of this corporation and address shall be ROBERT JOHNSON,

ARTICLE VII

The following person shall serve as the first Board of Directors of the corporation, subject to these Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, and shall hold office until successors have been elected and qualified: ROBERT JOHNSON.

ARTICLE VIII

The name and street address of the incorporator of the corporation is: ROBERT JOHNSON, 5130 U. S. Highway 27 North, Sebring, Florida 33872.

ARTICLE IX

The number of directors of this corporation shall be one (1) or more but shall not be less than the minimum required by Florida Statutes as amended subsequently. Directors may participate in meetings by means of conference telephone or similar communications equipments to the full extent permitted by law.

ARTICLE X

The quorum required for action by the Board of Directors shall be as provided by the By-Laws. Notwithstanding the fact that one

or more of the directors present at the meeting of the Board of Directors may have an interest in any matter pending before the Board, such director or directors shall have the right to vote upon such matter; provided that such interested director or directors first shall have made full disclosure to the other directors present of such interest.

ARTICLE XI

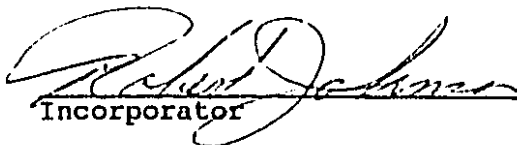
The corporation shall promptly and fully indemnify any stockholder, agent, employee, officer or director of the corporation made a party to an action, suit or proceeding arising out of his position or acts undertaken in such position to the full extent authorized by Florida Statutes.

ARTICLE XII

The By-Laws shall be adopted and amended by the Board of Directors. These Articles of Incorporation shall be amended only by the stockholders entitled to vote a majority of the stock outstanding. Such amendment may be effected at an annual meeting or a special meeting or by signing a written statement manifesting the intention of all stockholders that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator hereinabove named, have hereunto set my hand and seal this 20th day of February, 1995 for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file these Articles of Incorporation in the

office of the Secretary of the State of Florida, and certify that
the facts stated herein are true.


Incorporator

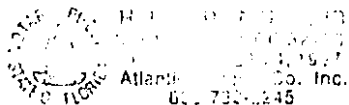
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized to take acknowledgments
and administer oaths, personally appeared ROBERT JOHNSON, to me
well known or who has produced _____ as
identification and known to be the individual described in and who
executed the foregoing Articles of Incorporation, and acknowledged
before me that he executed same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above
on this 20th day of February, 1995.


NOTARY PUBLIC

My Commission Expires:



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

IN COMPLIANCE WITH FLORIDA LAW, THE FOLLOWING IS SUBMITTED:
FIRST--THAT WESLEY'S 1/2 PRICE BEDDING, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS REGISTERED OFFICE AT THE CITY OF POMPANO BEACH, STATE OF
FLORIDA, HAS NAMED ROBERT JOHNSON, REGISTERED AGENT, LOCATED AT
831 S. E. 5 AVENUE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: 

CORPORATE OFFICER

TITLE:

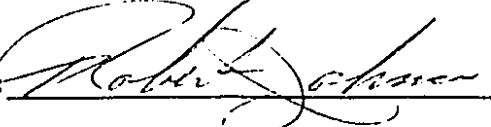
President

DATE:

February 20, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE:

February 20, 1995