

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 10 1995

MAR 6 1995

BSE

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY APK _____

WALK-IN Will Pick Up 3-10-11-00

RE: Hide 'N' Sleep Wall
Beds, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Copy(s)	900001426179 -03/10/95-01033-004 *****70.00 *****70.00	
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<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 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing 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

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

FILED
 05 MAR 10 AM 9:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIDE 'N' SLEEP WALL BEDS, INC.

FILED
95 MAR 10 AM 9: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be HIDE 'N' SLEEP WALL BEDS, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of conducting any and all lawful business for which corporations may be incorporated.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of One Cent par value common stock which shall be designated common shares. The two initial directors, Wesley N. Scott and Jan R. Scott, will be owners of equal shares of the issued and authorized stock of this corporation.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the time at which it is offered to others.

ARTICLE VI

The street address of the initial registered office of this corporation is 4166 SW St. Lucie Lane, Palm City, Florida 34990, and the name of the initial registered agent of this corporation at that address is WESLEY N. SCOTT.

ARTICLE VII

This corporation shall have two directors initially. The name and address of the directors are as follows:

Wesley N. Scott, 4166 SW St. Lucie Lane, Palm City, Florida 34990.

Jan R. Scott, 4166 SW St. Lucie Lane, Palm City, Florida 34990.

ARTICLE VIII

The corporation will be managed by the following officers:

Wesley N. Scott, President

Jan R. Scott, Vice President

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

Wesley N. Scott, 4166 SW St. Lucie Lane, Palm City, Florida 34990.

ARTICLE X

The mailing address of this corporation is 2460 South Federal Highway, Stuart, Florida 34994.

ARTICLE XI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right to them and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 14th day of February, 1995.

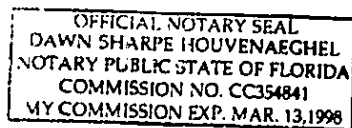
I hereby accept the position as
registered agent.



WESLEY N. SCOTT

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, personally appeared WESLEY N. SCOTT, to me personally known to be the person described as Incorporator and Registered Agent in the foregoing Articles of Incorporation, who acknowledged to and before me that he executed said Articles of Incorporation, and who has produced personally known as identification and who [☒] did or [] did not take an oath.

WITNESS my hand and seal this 14th day of February, 1995.




DAWN SHARPE HOUVENAEGHEL
Notary Public
My Commission Expires:

10162

P95000019576

OFFICE
FRANK J. WILKINSON
A PROFESSIONAL ASSOCIATION

416 CORTEZ AVENUE
STUART FLORIDA 34994

(407) 286-0890
FAX (407) 288-1728

JORDAN FIELDS
BRUCE M. WILKINSON
FRANK J. RUSSO

DIANE M. WYNNE, CL A
DAWN S. HOUVENAEGHEL, CL A

ALSO ADMITTED IN NEW YORK

November 3, 1995

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

NOV 30 1995

RE: Amending Articles of Incorporation of
HIDE 'N' SLEEP WALL BEDS, INC.

Amended

Dear Secretary of State:

Enclosed you will find an original and a copy of the
Amendment of Articles of Incorporation of HIDE 'N' SLEEP WALL
BEDS, INC. and a check in the amount of \$35.00.

If you have any questions or need any further information,
please advise.

Please forward the stamped copy of the Amended Article to
the undersigned.

Thank you for your time and cooperation.

Called Dawn on 11/3. She gave
me permission to write out
the word "Initial" in Article VI.

544

Sincerely,

DAWN SHARPE HOUVENAEGHEL
Legal Assistant to
Jordan Fields, Esq.

dsh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1995

Dawn Sharpe Houvenaeghel
Fields & Wilkinson
416 Cortez Ave.
Stuart, FL 34994

SUBJECT: HIDE 'N' SLEEP WALL BEDS, INC.
Ref. Number: P95000U19576

We have received your document for HIDE 'N' SLEEP WALL BEDS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please provide a street address for Michele Stoelting and Patricia Leach.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 595A00050452

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HIDE 'N' SLEEP WALL BEDS, INC.

ARTICLE IV AMENDMENT

This corporation is authorized to issue 1,000 shares of One Cent par value common stock which shall be designated common shares. The directors, JAY R. STOELTING and RICHARD LEACH, will be owners of equal shares of the issued and authorized stock of this corporation.

ARTICLE VI AMENDMENT

The street address of the registered office of this corporation is 518 South Carolina Drive, Stuart, Florida 34994 and the name of the registered agent of this corporation at that address is RUTH STOELTING.

ARTICLE VII AMENDMENT

This corporation shall have two directors. The name and address of the directors are as follows:

Jay R. Stoelting, 518 South Carolina Dr., Stuart, FL 34994

Richard Leach, 1620 SE Village Green Dr., Port St. Lucie, FL 34952

ARTICLE VIII AMENDMENT

The corporation will be managed by the following officers:

Jay R. Stoelting, Presio t

Richard Leach, Vice President

Michele Stoelting, Secretary

518 South Carolina Dr., Stuart, FL 34994

Patricia Leach, Treasure

1620 SE Village Green Dr., Port St. Lucie, FL 34952

ARTICLE IX AMENDMENT

The name and address of the person signing these Articles of Incorporation is:

Ruth Stoelting, 518 South Carolina Dr., Stuart, FL 34994

ARTICLE X AMENDMENT

The mailing address of this corporation is 2325 South Federal Highway, Stuart, Florida 34994.

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

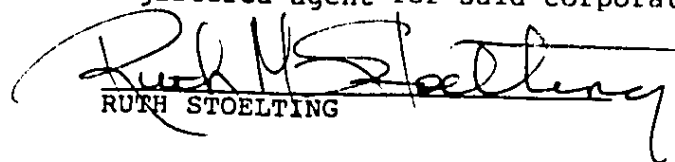
Signed this 3rd day of November, 1995.


WESLEY N. SCOTT

55 NOV 27 1995

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 3rd day of November, 1995.

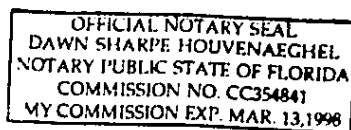
I hereby am familiar with and
I hereby accept the position as
registered agent for said corporation.


RUTH STOELTING

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, personally appeared RUTH STOELTING, to me personally known to be the person described as Incorporator and Registered Agent in the foregoing Amended Articles of Incorporation, who acknowledged to and before me that she executed said Amended Articles of Incorporation, and who is personally known to me and who [] did or [] did not take an oath.

WITNESS my hand and seal this 3rd day of November, 1995.




DAWN SHARPE HOUVENAEGHEL
Notary Public
My Commission Expires:

NOV 27 11:33