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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI

DEPARTMENT OF STATE

4437 SHERIDAN AVE

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI BEACH FL 33140-0000-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BED MART INC.

FAX AUDIT NUMBER: H95000004661

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1995

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EFFECTIVE DATE

4-24-95

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95 APR 26 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Bed Mart Inc.**

EFFECTIVE DATE

4-24-95

Article I. Name

The name of this Florida corporation is Bed Mart Inc.

Article II. Address

The mailing address of the Corporation is:

Bed Mart Inc.
4616 S.W. 139th Court, U-C
Miami, FL 33175

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

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TALLAHASSEE, FLORIDA

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Aaron Wood

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 24, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 24, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

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Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Bed Mart Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.


Johnny C. Rodriguez, Vice President
By: Joseph P. Mata as Attorney in Fact

Date: April 24, 1995

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