

# P95400035438

IBC GROUP, INC.

730 W. McNAB ROAD • FORT LAUDERDALE, FLORIDA 33309 • PHONE (305) 968-2333 • FAX (305) 974-7070

April 20, 1995

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-05/02/95--01053--017  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32301

Re: IBC/CL, INC.

Gentlemen,

Enclosed are two executed copies of Articles of Incorporation for the above referenced corporation, together with our check to your order in the sum of \$122.50. Please file the Articles and return a certified copy to my attention in the enclosed provided envelope.

Very truly yours,

IBC GROUP, INC.



Debbi Kasper  
Administrative Assistant

cc file  
encl

/dk

*called 5/5/95*

FILED  
95 MAY -1 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Debbi Kasper gave  
auth. by phone to  
Correct the name in  
Article I.*

*5/5/95  
DMK*

ARTICLES OF INCORPORATION

OF

IBC/CL, INC.

FILED  
95 MAY -1 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

IBC/CL, INC.

The name of this corporation is ~~Elmanis, Inc.~~

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00)

Dollars.

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI

##### INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 730 West McNab Road, Ft. Lauderdale, FL 33309. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

#### ARTICLE VII

##### DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be three (1).

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

J. Leon Ellman

730 West McNab Road  
Ft. Lauderdale, Fl. 33309

## ARTICLE IX

### SUBSCRIBER

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

Gerald J. Brady  
c/o International Bedding Corporation  
730 W. McNab Road  
Ft. Lauderdale, FL 33309

## ARTICLE X

### VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

## ARTICLE XI

### CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

## ARTICLE XII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to

indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.


ARTICLE XIII

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Gerald J. Brady  
c/o International Bedding Corporation  
730 W. McNab Road  
Ft. Lauderdale, FL 33309

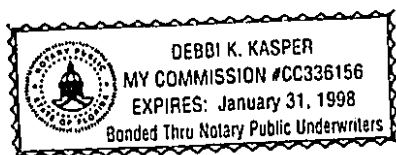
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 20 day of April, 1995.

  
\_\_\_\_\_  
Gerald J. Brady, Subscriber

Subscribed and Sworn to this  
20 day of  
April, 1995.  
Before me:


  
\_\_\_\_\_, Notary Public

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.

  
Gerald J. Brady

**FILED**  
95 MAY -1 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA