

1201 BAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0911 FAX

800-142-B086



P95000052481

ACCOUNT NO. : 072100000032

REFERENCE : 633257 - 800010

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : July 6, 1995

ORDER TIME : 8:50 AM

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ORDER NO. : 633257

CUSTOMER NO: 800010

CUSTOMER: Mr. Maria Garcia
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: BEDS AND BORDERS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

JUL 7 1995 858

FILED
65 JUL -7 PM 1:39

ARTICLES OF INCORPORATION

of

BEDS AND BORDERS, INC.

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95 JUL - 7 PM 1:39

ARTICLE I

Name

The name of the corporation is BEDS AND BORDERS, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Address

The principal place of business of the corporation shall be:

1424 S.W. 51st Lane
Cape Coral, Florida 33914

ARTICLE V

Capital Stock

This corporation is authorized to issue one hundred (100) shares of common stock, \$.01 par value per share.

ARTICLE VI

Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Salvatore Felice

ARTICLE VIII

Incorporator

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

Allan H. Cohen

ARTICLE IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by

said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII

Bylaws

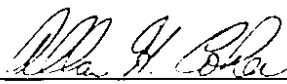
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

Beginning of Corporate Existence

The corporate existence of this corporation shall begin on July 5, 1995.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of July, 1995.



Incorporator
Allan H. Cohen

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcel A. Havner, Asst. Secy.
Marcel A. Havner, Asst. Secy.

Date: 7-7-95

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SALVATORE FELICE
BEDS AND BORDERS, INC.
1424 S.W. 51ST LANE
CAPE CORAL, FL 33914

City/State/Zip Phone #

0067062717-0110943-0013
*****25,000 *****25,000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAch9
OK
6/16

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent or both, in the State of Florida.

1. The name of the corporation is: BEDS AND BORDERS, INC.
2. The mailing address of the corporation is: 1424 S.W. 51ST LANE
CAPE CORAL, FL. 33914
3. Date of incorporation/qualification: 07/05/1995 Document number: P95000052481 (5)
4. The name and address of the current registered agent and office:

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
TALLAHASSEE, FL. 32301

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

SALVATORE FELICE
1424 S.W. 51ST LANE
CAPE CORAL, FL. 33914

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X Salvatore Felice
(Signature of an officer, chairman or vice chairman of the board)

MAY 27, 1997
(Date)

SALVATORE FELICE - PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

X Salvatore Felice
(Signature of Registered Agent)

MAY 27, 1997
(Date)

If signing on behalf of an entity:

SALVATORE FELICE
(Typed or Printed Name)

PRESIDENT
(Capacity)