

P95000061174

Michael Gunther
Mr. Waterbeds & Co., Inc.
4424 Lipton Ct.
Orlando, FL 32817

July 18, 1995

Division of Corporations
Dept. of State
Box 6327
Tallahassee, FL 32314

500001543915
-07/24/95--01045--008
*****70.00 *****70.00

To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation for Mr. Waterbeds & Co, Inc. Please return the duplicate copy to me with the filing date stamped on it. Please return it, and all other correspondence sent to me through August 30, 1995, to Michael Gunther, 4424 Lipton Ct., Orlando, FL 32817.

Sincerely,



Michael Gunther

SHARON L. TALA AUG -8 1995

W9 5-15087

502

Michael Gunther
Mr. Waterbeds & Co., Inc.
4424 Lipton Court
Orlando, FL 32817

August 3, 1995

Division of Corporations
Dept. of State
Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation for Mr. Waterbeds of Central Florida, Inc. Please return the duplicate copy to me with the filing date stamped on it. I realize there is another corporation, Mr. Waterbeds, Inc. I am purchasing the assets of Mr. Waterbeds, Inc. and the corporation, Mr. Waterbeds, Inc., will be dissolved within the following year.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Gunther", written in a cursive style.

Michael Gunther

407-629-9000



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham
Secretary of State

MICHAEL GUNTHER
4424 LIPTON CT
ORLANDO, FL 32817

SUBJECT: MR. WATERBEDS & CO., INC.
Ref. Number: W95000015087

We have received your document for MR. WATERBEDS & CO., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 895A00035623

Delete
W95-15087
W9515907

Articles of Incorporation

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is Mr. Waterbeds of Central Florida, Inc.
2. The mailing address of the corporation is 4424 Lipton Court, Orlando, FL 32817.
3. The corporation shall have the authority to issue 1,000,000 shares of common stock, each with a par value of \$0.001.
4. The registered agent of the corporation is Michael Gunther and the registered address is 4424 Lipton Court, Orlando, FL 32817.
5. The initial Board of Directors shall have two members whose names and addresses are listed below. The number of directors may be raised or lowered by amendment of the by-laws of the corporation.

Michael Gunther
4424 Lipton Court
Orlando, FL 32817

Frank Hafey
277 Porter Road
E. Longmeadow, MA 01028

6. The incorporator of this corporation is Michael Gunther whose address is 4424 Lipton Court, Orlando, FL 32817.

8/3/95
Date
Michael Gunther
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

8/3/95
Date
Michael Gunther
Registered Agent