

P95000072053

TRANSMITTAL LETTER

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

SUBJECT: FIRST COAST BEDDING, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00 .

FROM:

DEVRY E. DEWAN
Name (printed or typed)
7006 ATLANTIC BLVD.
Address
JACKSONVILLE, FLORIDA 32211
City, State, & Zip
(904) 725-2906
Telephone Number

0000001586250
-03/15/95--01065--017
*****70.00 *****70.00

FILED
MAR 15 1995
CORPORATION

Note: Please provide the original and one copy of the Articles.

SAB
9/19/95

ARTICLES OF INCORPORATION

OF

FIRST COAST BEDDING, INC.

FILED
25 SEP 15 11 00 AM '03

ARTICLE I - NAME

The name of this corporation is: FIRST COAST BEDDING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 7006 ATLANTIC BLVD., JACKSONVILLE, FLORIDA 32211

The name of the initial registered agent of this corporation is STACY L. TAYLOR

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

PRESIDENT/V. PRESIDENT
SECRETARY/TREASURER

STACY L. TAYLOR

7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211

ARTICLE VIII - INCORPORATORS

NAME

STACY L. TAYLOR

ADDRESS

7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - 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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of AUGUST, 1995



SUBSCRIBER STACY L. TAYLOR

SUBSCRIBER


STATE OF FLORIDA

COUNTY OF DUVAL

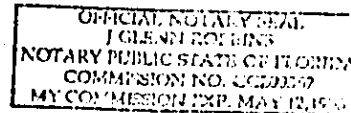
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared STACY L. TAYLOR

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of AUGUST, 1995.



NOTARY PUBLIC, STATE OF FLORIDA.
AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - That FIRST COAST BEDDING, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at the City of Jacksonville, State of Florida, has named STACY L. TAYLOR

located at 7006 ATLANTIC BLVD. , Jacksonville, Florida
32211 , as its agent to accept service of process within Florida.

SIGNATURE


STACY L. TAYLOR

TITLE:

PRESIDENT

DATE:

AUGUST 25, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.

SIGNATURE


REGISTERED AGENT

DATE:

AUGUST 25, 1995

FILED
AUG 25 1995
CLERK OF COURT
JACKSONVILLE, FLORIDA

P95000072053

ATTORNEYS AND COUNSELORS AT LAW
(A FORMAL PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

BARON L. BARTLETT, P.A.
R. R. CRAITREE, P.A.
T. GEOFFREY HECKIN, P.A.
SCOTT W. FALLAR
ANN KRUEGER SMITH
CHERYL LYNN VIRTÀ
ALAN S. WACHS

A. M. CRAITREE, JR.
(1924-1995)

REPLY TO:

X 375 DIX ELIS TRAIL, SUITE 401
JACKSONVILLE, FLORIDA 32256
(904) 484-0665
TELECOPIER (904) 464-0554
TOLL FREE (888) 272-2873

50 NORTH A1A, SUITE 103
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-5209
TELECOPIER (904) 285-1640

October 17, 1996

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001982219--7
-10/22/96--01036--002
*****35.00 *****35.00

RE: Corporation: First Coast Bedding, Inc.
Document #: 59-3331183

Dear Sir/Madam:

Enclosed for filing is the Statement of Change of Registered Office or Registered Agent or Both for Corporations in regard to the above corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

Billie Jo Taylor

Billie Jo Taylor
Legal Assistant to
Alan S. Wachs

/bjt
Enclosures

RA chg
10-23

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.

1a. The name of the corporation is: First Coast Bedding, Inc.

1b. The mailing address of the corporation is : 7006 Atlantic Boulevard
Jacksonville, Florida 32211

1c. Date of incorporation: 09/15/95 Document number: 59-3331183

2. The name and address of the current registered agent and office:

Stacy L. Taylor
7006 Atlantic Boulevard
Jacksonville, Florida 32211

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

Alan S. Wach
8375 Dix Ellis Trail, Suite 401
Jacksonville, Florida 32256

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.

[Signature] Pres 10-16-96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Stacy Taylor, 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.

[Signature] 10/16/96
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

[Signature] _____
(Typed or Printed Name) (Capacity)

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

Crabtree, Bartlett & Hookin

ATTORNEYS AND COUNSELORS AT LAW

(A PROFESSIONAL CORPORATION)

REPLY TO:

ARON L. BARTLETT, P.A.
A. R. CRABTREE, P.A.
T. GEOFFREY HEEKIN, P.A.
SCOTT W. FALLAR
ANN KRUEGER SMITH
CHERYL LYNN VERTA
ALAN S. WACHS

A. M. CRABTREE, JR.
(1924-1995)

375 DIXIE TRAIL, SUITE 401
JACKSONVILLE, FLORIDA 32256
(904) 404-0805
TELECOPIER (904) 404-0554
TOLL FREE (888) 272-2873

50 NORTH A1A, SUITE 103
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-5209
TELECOPIER (904) 285-1640

October 22, 1996

200001988372--S
-10/29/96--01074--003
*****35.00 *****35.00

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Corporation: First Coast Bedding, Inc.
Document #: 59-3331183

Dear Sir/Madam:

Enclosed for filing is the original Articles of Dissolution of First Coast Bedding, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee associated with same.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

Billie Jo Taylor
Billie Jo Taylor
Legal Assistant to
Alan S. Wachs

/bjt
Enclosures

RECEIVED
96 OCT 28 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/4
Jon
Vol. Diss.

ARTICLES OF DISSOLUTION
OF
FIRST COAST BEDDING, INC.

FILED
96 OCT 28 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

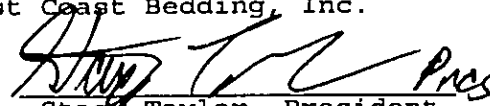
The undersigned, being the President of First Coast Bedding, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is First Coast Bedding, Inc.
2. The Corporation was organized under the laws of the State of Florida on September 15, 1995.
3. On October 17, 1996, the sole shareholder of the Corporation authorized dissolution of the Corporation by written consent.
4. The number of votes cast by the shareholders for dissolution of the Corporation was sufficient to approve the dissolution of the Corporation.
5. These Articles of Dissolution shall be effective on October 17, 1996, and shall be filed with the Department of State of Florida within five business days from said date.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed by its President this 17th day of October, 1996.

First Coast Bedding, Inc.

By:


Stacy Taylor, President