

P95000074092

GIBBS & RUNYAN, P.A.

Attorneys At Law

100 Second Avenue South, Suite 704-S
St. Petersburg, Florida 33701

Telephone (813) 892-6001
Facsimile (813) 892-6002

September 20, 1995

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

ATTN: Mrs. Jo Mynard, Supervisor
Charter Section

EFFECTIVE DATE

19-90 95-

RE: Smarter Sofa Sleepers, Inc.

900001592389
-09/25/95--01037--005
*****70.00 *****70.00

Dear Mrs. Mynard:

Enclosed are two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original copy provided and return same.

Your attention is directed to Article II of the Articles of Incorporation which provides for September 20, 1995 as the commencement date for this corporation. Please make sure your records indicate the correct effective date.

A check in the amount of \$70.00 is enclosed to cover the Registered Agent fee and the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Deborah L. Knoll

Deborah L. Knoll
Legal Assistant

DLK/slh
Enclosures
cc: Terry Black

BROWN SEP 26 1995

EFFECTIVE DATE
9-20-95

ARTICLES OF INCORPORATION
OF
SMARTER SOFA SLEEPERS, INC.

ARTICLE I

NAME

The name of this corporation is Smarter Sofa Sleepers, Inc.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of September 20, 1995.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Terry Black, 13542 North Florida Avenue, Suite 208, Tampa, Florida 33613. The mailing address of the corporation is 13542 North Florida Avenue, Suite 208, Tampa, Florida 33613.

The street address of the principal office of the corporation in this State will be 13542 North Florida Avenue, Suite 208, Tampa, Florida 33613. The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Terry Black, 13542 North Florida Avenue, Suite 208, Tampa, Florida 33613.

ARTICLE VII

AMENDMENT

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

ARTICLE VIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE IX

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI

CUMULATIVE VOTING

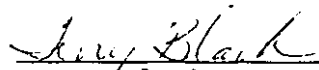
At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 20th day of September, 1995.


Terry Black

INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 20th day of September, 1995, by Terry Black who produced Social Security as identification/is known to me personally.

Deborah L. Knoll
DEBORAH L. KNOLL, NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

Terry Black
Terry Black

P95000074092

The Law Offices of
LeHeup & Associates, P.A.

2701 W. Busch Boulevard, Suite 131C
Tampa, Florida 33618

Telephone (813) 931-0477
Telecopier (813) 932-8493
Internet jleheup@aol.com

APPROVED
AND
FILED
96 AUG -5 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 1996

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

900001913539
-08/06/96--01063--017
*****35.00 *****35.00

Re Articles of Amendment for Smarter Sofa Sleepers, Inc

To Whom It May Concern

Enclosed please find an original and one copy of the Articles of Amendment for the above named corporation along with our check in the amount of \$35.00 to cover the fee for filing these articles. As you will note, the name of the corporation is being changed to Carrollwood Futon Company. Please file the articles of amendment, date stamp the copy of the articles and return same to this office as confirmation of your receipt and filing of the articles of amendment. If you should have any questions, please call

Yours Truly,

Jeffrey A. LeHeup, Esq.

N/c

VS AUG 1 1996

ARTICLES OF AMENDMENT
OF
SMARTER SOFA SLEEPERS, INC.


APPROVED
AND
55 AUG -5 PM 5:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT 1

Article 1 of the Articles of Incorporation of this corporation, filed with the Florida Department of State and assigned document number P95000074092, are hereby amended to reflect that the name of this corporation is hereby changed from "Smarter Sofa Sleepers, Inc." to "Carrollwood Futon Company"

The foregoing amendment was adopted August 1, 1996. None of the other Articles contained in the Articles of Incorporation of this corporation are to be affected by these Articles of Amendment. These Articles of Amendment are being filed with the Department of State in accordance with Florida Statutes §607.1006(1995). The foregoing amendment has been unanimously approved by the shareholders of the corporation in accordance with Florida Statutes §607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Amendment this
1 day of August, 1996


Terry Black
Incorporator, Director, and V.P.

P95000074092

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

April 24, 1997

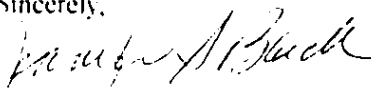
FILED
97 APR 29 AM 9:27
TALLAHASSEE, FLORIDA

To whom it may concern,

I am sending you this letter to inform you that on January 24, 1997, I resigned my position as Treasurer of Carrollwood Futon Company, a Florida corporation, t.k.a. Smarter Sofa Sleepers, Inc.

At this time I am requesting that my name be removed as an officer of this corporation immediately. Please find enclosed a check in the amount requested and a copy of my resignation letter to the corporation dated January 24, 1997.

Sincerely,



Jennifer S. Black
16203 Country Crossing Dr.,
Tampa, FL 33624

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-04/29/97--01106--003
*****35.00 *****35.00

O/D Resig.

VS MAY 8 1997

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

April 24, 1997

To whom it may concern,

I am sending you this letter to inform you that on January 24, 1997, I resigned my position as Treasurer of Carrollwood Futon Company, a Florida corporation, f/k/a Smarter Sofa Sleepers, Inc.

At this time I am requesting that my name be removed as an officer of this corporation immediately. Please find enclosed a check in the amount requested and a copy of my resignation letter to the corporation dated January 24, 1997.

Sincerely,



Jennifer S. Black
16203 Country Crossing Dr.,
Tampa, FL 33624

FILED
97 APR 29 AM 9:27
TALLAHASSEE, FLORIDA

995000074092

Requester's Name

BEA
6203 BROADWAY, FORT WORTH, TX
76101-3300

City/State/Zip

Phone #

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

600002178376--0
-05/14/97--01079--018
*****87.50 *****87.50

72-105
11-11-98
2-11-98
2-11-98

Examiner's Initials

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

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, TERRENCE R. BLACK
(Name of registered agent)

hereby resigns as Registered Agent for CARROLLWOOD FULTON COMPANY,
d/b/a SMARTER SOFA SLEEPERS (Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

Terrence R. Black
(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation



FLORIDA DEPARTMENT OF STATE
Sandra B. Morahan
Secretary of State

June 3, 1997

P95000074092
CARROLLWOOD FUTON COMPANY
11640 N. DALE MABRY HWY
TAMPA, FL 33618

SUBJECT: CARROLLWOOD FUTON COMPANY
Ref. Number: P95000074092

Our records indicate the registered agent for the above named corporation resigned on May 16, 1997 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

CARROLLWOOD FUTON COMPANY
11640 N. DALE MABRY HIGHWAY
TAMPA, FL 33618

SUBJECT: CARROLLWOOD FUTON COMPANY

Document #: P95000074092

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (850) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 397A00041290

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for CARROLLWOOD FUTON COMPANY, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 14, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000074092.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Fourteenth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State