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STATE OF FLORIDA, 1001 W. W. F. ST.

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CONTACT: RAY STORMONT

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FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FUTON PLUS, INC.

FAX AUDIT NUMBER: H96000005472

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ARTICLES OF INCORPORATION
OF
FUTON PLUS, INC.

The undersigned, GAVRIEL NAZGINOV, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

FUTON PLUS, INC.

The principal office of the Corporation will be:

16909 N. Bay Road, #718, Bldg. 1
Miami Beach, Florida 33160

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

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IRA R. SHAPIRO, ESQUIRE
FLORIDA BAR NO. 308943
13899 Biscayne Blvd., #400
Miami, FL 33181
(305) 944.3936

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Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 400, Miami, Florida 33181. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

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VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
GAVRIEL NAZGINOV	16909 N. Bay Rd., #718, Bldg. 1 Miami Beach, Florida 33160
NADIA NAZGINOV	16909 N. Bay Rd., #718, Bldg. 1 Miami Beach, Florida 33160

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GAVRIEL NAZGINOV	16909 N. Bay Rd., #718, Bldg. 1 Miami Beach, Florida 33160

IX

GENERAL PROVISIONS:

- (a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

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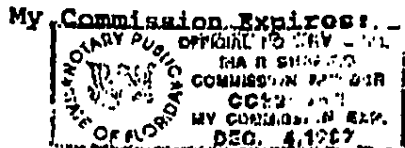
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 17 day of April, 1996.

Gavriel Nazginov
GAVRIEL NAZGINOV

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged, sworn to and subscribed before me by GAVRIEL NAZGINOV this 17 day of April, 1996.



Ira R. Shapiro
IRA R. SHAPIRO, NOTARY PUBLIC
Commission/Serial Number (if any) _____

Personally Known _____ OR Produced Identification ✓
Type of Identification Produced Driver's License

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

FUTON PLUS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FUTON PLUS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named IRA R. SHAPIRO, located at 13899 Biscayne Boulevard, Suite 400, Miami, Florida, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:


IRA R. SHAPIRO,
Registered Agent

SECRETARY OF STATE
ALLIANCE STATE
ALLIANCE STATE

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IRA R. SHAPIRO, P.A.

ATTORNEY AND COUNSELOR AT LAW
SENATOR BUILDING - SUITE 400
13800 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33141

TELEPHONE
DADE: (305) 944-3938
HOWARD: (305) 763-8801
TELEFAX: (305) 944-3345

FILED
96 JUL 22 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


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*****35.00 *****35.00

Re: Articles of Amendment - FUTON PLUS, INC.
Our File No.: 1571.1

To Whom It May Concern:

Please find enclosed an original and one copy of Articles of Amendment for the above-referenced corporation. Please file the original Articles of Amendment, stamp the copy to reflect that the original has been filed with the Secretary of State, and return the stamped copy to the undersigned in the enclosed self-addressed, stamped envelope. I have also enclosed a check in the amount of \$35.00 for the filing fee of these Articles of Amendment.

Sincerely,


IRA R. SHAPIRO

IRS/llp
Encls.

lpLTRS\FORMS\SOSART.AMD

VS JUL 29 1996

Amend

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FUTON PLUS, INC.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FUTON PLUS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, President and Secretary of this Corporation, acknowledges and files in the office of the Secretary of State in the State of Florida, for the purpose of amending its Articles of Incorporation, in accordance with the laws of the State of Florida, these Articles of Amendment, as by law provided.

I

The Board of Directors of this Corporation consists of the following persons:

GAVRIEL NAZGINOV
NADIA NAZGINOV

II

The Corporation intends to change its Board of Directors by eliminating the above-named persons by amending its Articles of Incorporation as follows:

The Board of Directors of this Corporation shall consist of the following person(s):

ROMAN DAVIDOV
230 174th Street, #1420
Miami Beach, Florida 33160

III

The Corporation also intends to re-elect new officers by amending its Articles of Incorporation as follows:

The following person(s) were nominated to the offices opposite their respective names to serve for one (1) year and until their successors are chosen and qualify:

ROMAN DAVIDOV

President

IRA R. SHAPIRO, ESQUIRE
Florida Bar No.: 308943
13899 Biscayne Blvd., #400
Miami, Florida 33181

ROMAN DAVIDOV

Vice President

ROMAN DAVIDOV

Secretary

ROMAN DAVIDOV

Treasurer

IV

The amendment was adopted at a meeting duly called and held by the unanimous vote of all the Directors and Shareholders of the corporation on the 17 day of July, 1996.

IV

All other provisions of the Articles of Incorporation shall remain in full force and effect.

SIGNED and SUBSCRIBED at Miami, Florida, this 17 day of July, 1996.

FUTON PLUS, INC.

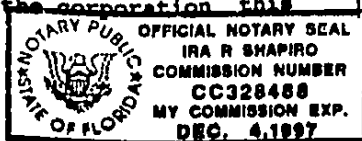
BY: Gavriel Nazginov
GAVRIEL NAZGINOV, outgoing President

BY: Nadia Nazginov
NADIA NAZGINOV, outgoing Secretary

BY: Roman Davidov
ROMAN DAVIDOV, New President and Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged, sworn to and subscribed before me by GAVRIEL NAZGINOV and NADIA NAZGINOV, outgoing President and outgoing Secretary, respectively, of FUTON PLUS, INC., a Florida corporation, on behalf of the corporation this 17 day of July, 1996.



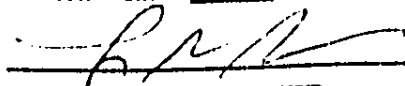
My Commission Expires:

Ira R. Shapiro
IRA R. SHAPIRO
Commission/Serial Number (if any)

Personally Known OR Produced Identification ☒
Type of Identification: Driver's License ☒ Other:

STATE OF FLORIDA)
)nn.
COUNTY OF DADE)

The foregoing instrument was acknowledged, sworn to and subscribed before me by ROMAN DAVIDOV, now President and Secretary, of FUTON PLUS, INC., a Florida corporation, on behalf of the corporation this 17 day of July, 1996.



IRA R. SHAPIRO
Commission/Serial Number (if any) _____

My Commission Expires:

Personally Known _____ OR Produced Identification ☒
Type of Identification: Driver's License ☒ Other: _____

