

APR -1996 006
TO: DIVISION OF CORPORATION
DEPARTMENT OF STATE
STATE OF FLORIDA
1492
SUITE 207
MIAMI, FL 33135
CONTACT: RAY MORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
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ELECTRONIC FILE COVER SHEET
FORM: EMPLOYEE CORP. STATE K
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SUITE 207
MIAMI, FL 33135
CONTACT: RAY MORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MANNY MATTRESS MANUFACTURERS, INC.
FAX AUDIT NUMBER: H960000005600
DATE REQUESTED: 04/22/1996
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/22

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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE MANNY MATTRESS MANUFACTURERS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED 00/00 (\$100.00) DOLLARS.

ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

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ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

MANUEL DETRINIDAD

7940 WEST 34 LANE APT 103
MIALEAH, FLORIDA 33016

ARTICLE X

PREMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

AMENDMENT

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THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 22, DAY OF APRIL, 1996.


MANUEL SERRINIDAO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


MANUEL SERRINIDAO

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