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OFFICE
BOWEN & CAMPIONE, P.A.
600 JENNINGS AVENUE
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TALLAHASSEE, FLORIDA 32304-0926
(Corner of Kurt St. and Jennings Ave.)

LENNON E. BOWEN, III
DAVID M. CAMPIONE

Telephone: (352) 589-1414
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June 5, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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*****122.50 *****122.50

RE: Articles of Incorporation
WALKER BROTHERS BEDDING & APPLIANCES, INC.

Gentlemen:

To effectuate the incorporation of WALKER BROTHERS BEDDING & APPLIANCES, INC., we herewith deliver to you the following documents:

1. One original and one conformed copy of the Articles of Incorporation of WALKER BROTHERS BEDDING & APPLIANCES, INC.
2. A check in the amount of \$122.50 payable to the Florida Secretary of State. The amount of the check covers the cost of filing for incorporation (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$52.50).

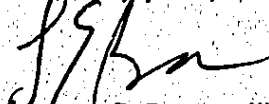
I respectfully request that you file the Articles of Incorporation, issue a Certificate of Incorporation for WALKER BROTHERS BEDDING & APPLIANCES, INC., and take such other actions as are required by law to effectuate the incorporation. Please forward a certified copy of the Articles of Incorporation with the Certificate of Incorporation attached.

Please notify the undersigned if there are any questions regarding these documents.

JUN 10 1996

BSB

Very truly yours,


Lennon E. Bowen, III

LEB/edp
Encl.

FILED
96 JUN -7 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WALKER BROTHERS BEDDING & APPLIANCES, INC.

FILED
96 JUN -7 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is WALKER BROTHERS BEDDING & APPLIANCES, INC.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered office of business and principal office of the Corporation is 110 South Bay Street, Eustis, Florida 32726 and the initial registered agent of the Corporation at that address is Robert H. Gamble. The principal office address and the registered office address is the same.

ARTICLE VII PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious

disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X **INITIAL BOARD OF DIRECTORS**

The initial board of directors will consist of three members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The names and addresses of the directors comprising the initial board of directors are:

Robert H. Gamble
1002 Hermossa Road
Eustis, Florida 32726

David M. Walker
Post Office Box 128
Eustis, Florida 32727


William J. Walker
1705 South Grove Street
Eustis, Florida 32726

ARTICLE XI **INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Robert H. Gamble
1002 Hermossa Road
Eustis, Florida 32726

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 5 day of June, 1996.


ROBERT H. GAMBLE

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROBERT H. GAMBLE
Registered Agent

FILED
96 JUN -7 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA