P96000078344

Edward L. Stahley

Attorney at Law

VILLA D · 150 FORTENBERRY ROAD
MERRITT ISLAND, FLORIDA 32954-1766

September 16, 1996

POST OFFICE BOX 1766

(407) 453-0002
FAX (407) 453-0678

Hon Sandra B. Mortham
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Foam Source, Inc.
Our File No. 96-108

200001952152
-09/19/96--01101--017
****122.50 ****122.50

Dear Madame:

Enclosed find Articles Of Incorporation for Foam Source, Inc. which we desire to incorporate under the laws of the State of Florida. We are also enclosing herewith a certificate designating place and agent for service of process, along with our check in the amount of $122.50 to cover the following incorporation fees:

Filing Fee	$ 35.00
Certified Copy	52.50
Registered Agent Designation	$ 35.00

Please attach your certificate to the enclosed copy of the Articles Of Incorporation, returning same to me at your earliest convenience.

With kindest regards, I remain

Very truly yours,

Edward L. Stahley

Edward L. Stahley

ELS/vjr

Enclosures

B. REGISTER SEP 2 0 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOAM SOURCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organizes and incorporates for the purpose of forming a body corporation under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1993", as amended, for the transaction of business, and under the following charter:

ARTICLE I

The name of the corporation shall be FOAM SOURCE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: To own, manage and otherwise operate a manufacturing business, including all functions related thereto; to acquire, own, hold, lease, manage, hypothecate and dispose of and to deal in real property and personal property of every kind and nature, both within and without the State of Florida; to acquire, own, hold, manage, hypothecate and deal in stocks, bonds, mortgages, debentures, securities and obligations of every kind, including the capital stock of this company; to lease, collect and dispose of interest, debentures, and income upon and of and from any of the stocks, bonds, mortgages, debentures, obligations and other property of the corporation, and to have any and all rights, powers and privileges of individual owners thereof; to furnish capital material, etcetera in the organization and development of the corporation and business enterprise; to carry on or undertake any business undertaking, transaction or operation, commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission men and agents; to borrow money in its corporate name, and to secure the same with obligations, pledges, mortgages or otherwise; to issue bonds of trust or mortgages of or upon the whole or any part of the property owned by the corporation, and to sell or pledge such bonds of trust and debentures for corporate purposes, and when the Board of Directors may determine, to engage in any other business or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out of or for the success of any business outlined above; to engage in any lawful business whatsoever, whether herein mentioned or not.

To act as agents for leasing, managing, mortgaging, buying, selling and developing and improving real estate; to act as agents in buying and selling stocks, bonds, mortgages, debentures, securities, and obligations of every nature, and to act under appointment made by Power of Attorney or otherwise; to guarantee the payment of principal and interest on mortgages and securities and to make any contract of guaranty and indemnity which the Board of Directors may deem advisable; to make, purchase, negotiate and deal in loans, either on its behalf or as agents or otherwise; to act as an entrepreneur or a general agent for any business which may be conveniently carried on in connection therewith.

ARTICLE III

The total amount of the capital stock of the corporation shall be ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE ($1.00) DOLLAR per share.

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Board of Directors. Property or labor also may be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of the capital, in lawful money of the United States of America, or its equivalent, with which the corporation shall begin business shall be the sum of FIVE HUNDRED ($500.00) DOLLARS or more.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Board of Directors of this corporation shall be any number not less than one or more than thirteen, fixed from time to time by the By-laws of the company.

ARTICLE VII

The principal office, or place of business, of this corporation shall be: 1722 Golfview Drive, Rockledge, FL 32955.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws of this corporation and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1993", as amended, shall hold offices until the first meeting of the incorporators of said corporation, or until their successors are elected and qualified, shall be:

DIRECTORS	POST OFFICE ADDRESS
T. BILLINGSLEY	1722 Golfview Drive Rockledge, FL 32955
FRANCES C. BILLINGSLEY	1722 Golfview Drive Rockledge, FL 32955

ARTICLE IX

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore, (the sum of which is not less than the amount of initial capital specified in Article IV), are as follows:

NAME	ADDRESS	NO. SHARES	CONSIDERATION
T. BILLINGSLEY	1722 Golfview Drive Rockledge, Florida 32955	250	$250.00
FRANCES C. BILLINGSLEY	1722 Golfview Drive Rockledge, Florida 32955	250	$250.00

ARTICLE X

The incorporators hereby designate T. BILLINGSLEY as registered agent and the registered office address is: 1722 Golfview Drive, Rockledge, Florida 32955.

ARTICLE XI

The business of the corporation shall be managed, controlled, and conducted by a President, Vice-President, Secretary and Treasurer (any person may hold two or more offices) and by a Board of Directors. The directors shall be chosen annually after the annual meeting of stockholders. The officers who shall serve during the first year of the existence of the corporation or until their successors are elected and qualified, shall be:

OFFICER	ADDRESS
T. BILLINGSLEY President	1722 Golfview Drive Rockledge, FL 32955
FRANCES C. BILLINGSLEY Secretary/Treasurer	1722 Golfview Drive Rockledge, FL 32955

At the first meeting after incorporation, the incorporators, or the then stockholders, may proceed with the election of a President, Vice-President, Secretary, Assistant

Secretary, Treasurer and Assistant Treasurer, if they choose, to fill the positions of those same terms, to-wit: during the first year of the existence of the corporation, or until after their successors are elected and qualified. The number of directors and their terms of office and manner of election, as well as their duties, shall be prescribed in the By-laws of the company.

A majority of the directors present at the meeting duly and regularly called shall constitute a quorum, and a majority vote of directors present shall control.

The first meeting of the stockholders will be held at the office of the Corporation at 1722 Golfview Drive, Rockledge, Florida 32955, on the 13th day of September, 1996, and thereafter on the 2nd Friday of September of each year unless changed by the By-Laws of this company.

All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of the stock shall be made payable in property, labor or services at a just valuation to be fixed by the incorporation or by the directors at a meeting called for such purpose. Property, labor or services may be also purchased or paid for with the capital stock at a just valuation of such property, labor or services to be fixed by the directors of the company, at a meeting called for such purpose. All stock issued shall be fully paid and nonassessable. Stock shall be transferable only in a manner prescribed in the By-Laws and every person becoming a stockholder by such transfer shall in proportion to his stock, succeed to all the rights and liabilities of the prior stockholder.

Immediately after the adjustment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers and such other business as may properly come before this meeting. Meetings of the Board of Directors shall be held within or without the State of Florida, but meetings of the stockholders shall be held at the principal office of the corporation at 1722 Golfview Drive, Rockledge, Florida 32955. This corporation may have such other places to transact business within or without the State of Florida as may be deemed desirable.

The amount of indebtedness or liability to which the corporation may, at any time, subject itself, shall be unlimited. The corporation shall adopt By-Laws for the government of its affairs not inconsistent with the Articles of Incorporation and the Laws of the State of Florida, which may be amended or replaced as provided by said By-Laws.

IN WITNESS WHEREOF, the subscribers hereby sets their hands and seals, this 13th day of September, 1996.

Signed, seal, and delivered
in the presence of:

Edward L. Stahley
Witness

Valerie J. Ryberzi
Witness

T. Billingsley
T. BILLINGSLEY

Frances C. Billingsley
FRANCES C. BILLINGSLEY

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, in and for the State of Florida, At Large, personally appeared T. BILLINGSLEY and FRANCES C. BILLINGSLEY known to be the persons who executed the foregoing Articles of Incorporation of FOAM SOURCE, INC., and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State, this 13th day of September, 1996.

Edward L. Stahley
Edward L. Stahley
Notary Public - State of Florida
At Large
Commission No. CC446601
My commission expires: 3-22-99

OFFICIAL NOTARY SEAL
EDWARD L STAHLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC446601
MY COMMISSION EXP. MAR. 22,1999

ACKNOWLEDGMENT

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

T. Billingsley

T. BILLINGSLEY
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

FIRST--THAT FOAM SOURCE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1722 GOLFVIEW DRIVE, ROCKLEDGE, FLORIDA, BREVARD COUNTY, STATE OF FLORIDA, HAS NAMED T. BILLINGSLEY, LOCATED AT 1722 GOLFVIEW DRIVE, ROCKLEDGE, FLORIDA 32955, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: T. Billingsley
T. BILLINGSLEY

TITLE: President

DATE: 9-13-96, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: T. Billingsley
T. BILLINGSLEY

DATE: 9-13-96., 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA