

KATTOURA & ASSOCIATES, INC.
ACCOUNTING, BOOKKEEPING & TAX SERVICES

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Secretary of State
Division of Corporations
Tallahassee, FL 32399

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-10/15/96--01094--006
\$\$\$122.50 \$\$\$122.50

Dear Sirs,

Please find enclosed the articles of incorporation for **WATERBED GALLERY, INC.**
Along with a check in the amount of \$122.50 for the filing fees.

Please send return the certificate and articles to the address above.
Thank you for your cooperation to our request.

Sincerely yours,

Andre K. Kattoura

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DIVISION OF CORPORATIONS
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of 10/14/96

**ARTICLES OF INCORPORATION
OF
WATERBED GALLERY, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: **WATERBED GALLERY, INC.**

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 384 N. Congress Avenue, Boynton Beach, FL 33426, and the name and address of its initial Registered Agent is Badie Kattoura, 921 S.E 4th St. Boynton Beach, FL 33435.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

- | | |
|-------------------|---|
| 1. Badie Kattoura | 921 S.E 4th Street
Boynton Beach, FL 33435 |
|-------------------|---|

ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. Badie Kattoura

921 S.E 4th Street
Boynton Beach, FL 33435

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7th day of Oct, 1996

B. Kattoura
BADIE KATTOURA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Badie Kattoura
to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

FDL# K360076420530
DL#

WITNESS, my hand and official seal this 7th day of Oct., 1996

Angela V. Moore
Notary Public, State of Florida at large

(SEAL)

My commission expires:



ANGELA V. MOORE
MY COMMISSION # 00306052 EXPIRES
AUGUST 5, 1998
BONDED THIRD PARTY INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
WATERBED GALLERY, INC which is contained in the foregoing Articles
of Incorporation.

Dated this 7th day of Oct, 1996.

B. J. H. H. H.
Registered Agent