

79600093075

1201 HAYS STREET
POMPAHO BEACH, FL 33069
904-222-9171
904-222-0393 FAX

80420086



PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 152816 4310462

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 152816-005

400002008754--1

CUSTOMER NO: 4310462

CUSTOMER: Bonnie Callahan, Legal Asst
STUART ROSENTHAL, ESQ

Suite 101
555 S.w. 12th Avenue
Pompano Beach, FL 33069

DOMESTIC FILING

NAME: ACE MATTRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FL 32399

RECEIVED
96 NOV 13 PM 1:53
DIVISION OF CORPORATION

11-14-96
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ARTICLES OF INCORPORATION
OF
ACE MATTRESS, INC.

FILED
96 NOV 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ACE MATTRESS, INC.

The address of the principal office of this corporation shall be C/O 555 Southwest 12th Avenue, Suite 101, Pompano Beach, Florida 33069, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 555 Southwest 12th Avenue, Suite 101, Pompano Beach, Florida 33069, and the name of the initial registered agent of the corporation at that address is Stuart S. Rosenthal, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 13, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CLD/das

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

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

First - - That:

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 Fort Lauderdale, County of Broward, and State of Florida, has named **STUART S. ROSENTHAL, ESQ.**, located at 555 Southwest 12th Street, Suite 101, Pompano Beach, Florida 33069 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.


STUART S. ROSENTHAL, ESQ.

\\sr\\misc\\r-agent.dae

FILED
96 NOV 13 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA