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January 21, 1997

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Sports Pillow, Inc.

Gentlemen:

Find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover all filing fees.

If you have any questions, do not hesitate to contact me at

Sincerely yours,

L. A. Wilson Jr.

LOUIS A. WILSON, JR.
1550 West 31st Street
Jacksonville, Florida 32209

enclosures
a/s

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SPORTS PILLOW, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the Florida General Corporation Act.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Sports Pillow, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, dispose, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness and engage in the same or

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other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm, or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

To enjoy all of the powers now and hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, the enumeration of which shall not be held to limit or restrict in any manner the powers or activities of this corporation which shall have the power to engage in any activity which may be necessary or profitable and generally shall have and enjoy all powers, privileges and immunities of businesses incorporated under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have

outstanding at any one time is 1000 shares.

Such shares shall consist of a single class of common stock and shall have a par value of \$1.00 per share.

ARTICLE IV - TERM

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V - ADDRESS

The street address of the initial registered or principal office of this corporation in the State of Florida is:

1550 West 31st Street
Jacksonville, Florida 32209

and the name and address of its initial registered agent is:

Louis A. Wilson, Jr.
1550 West 31st Street
Jacksonville, Florida 32209

The Board of Directors may from time to time move or redesignate this office to any place in Florida.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial member of the first Board of Directors of the

corporation are:

Louis A. Wilson, Jr.
1550 West 31st Street
Jacksonville, Florida 32209

ARTICLE VIII - INCORPORATION

The name and address of the incorporator of this corporation or subscriber of these

Articles of Incorporation is:

Louis A. Wilson, Jr.
1550 West 31st Street
Jacksonville, Florida 32209

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the Director. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by By-Law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by the majority of the committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made by that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive to any other rights to which such director, officer or employee may be entitled under any By-Law, agreement, vote or shareholders, or otherwise.

IN WITNESS WHEREOF, the incorporator has executed these Articles of
Incorporation this 21st day of January 1997.



STATE OF FLORIDA)

COUNTY OF DUVAL)

Before me personally appeared _____, well known by me to be the person named
in and who presented his Drivers' License as identification, and who executed the foregoing
Articles of Incorporation and he acknowledged to me that executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and office seal this 21st
day of January, 1997.

Estrella P. Chaney-Cooper

NOTARY PUBLIC, State of Florida at Large



ESTRELLA P. CHANEY-COOPER
COMMISSION # CC 555846
EXPIRES MAY 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

ACKNOWLEDGMENT: Having been named as the initial registered agent for this
corporation at the initial registered or principal office designated in Article V of these Articles of
Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the laws
of the State of Florida relative to keeping open said office.

A. Willy
REGISTERED AGENT

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