

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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-02/26/97--01033--030
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 21st Century Bedding & Furniture, Inc.
(Corporation Name) (Document #)

2 _____
(Corporation Name) (Document #)

3 _____
(Corporation Name) (Document #)

4 _____
(Corporation Name) (Document #)

NEED TODAY

NEED TODAY

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

AL FEB 26 1997

FILED
97 FEB 26 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

ARTICLES OF INCORPORATION
OF
21ST CENTURY BEDDING & FURNITURE, INC.

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ARTICLE I. NAME

The name of this corporation shall be 21ST CENTURY BEDDING
& FURNITURE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of filing of these Articles of Incorporation by the
Department of State. This corporation's duration shall be
perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of
conducting any and all lawful business activities permitted
under the laws of the State of Florida and the United States
of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100
par shares of common capital stock, at \$1.00 per share par
value.

Articles Of Incorporation Of
21ST CENTURY BEDDING & FURNITURE, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office"

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on the corporation's Initial Board Of Directors shall be TWO. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

GEORGE M. ROPER	5014 AQUALINDA BLVD. CAPE CORAL, FLORIDA 33914
CINDY A. ROPER	5014 AQUALINDA BLVD. CAPE CORAL, FLORIDA 33914

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of
21ST CENTURY BEDDING & FURNITURE, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED
OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 11621-5 SO. CLEVELAND AVENUE, FORT MYERS, FLORIDA 33907

The name of the individual who shall serve as this corporation's initial registered agent at the address is:

GEORGE M. ROPER

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

GEORGE M. ROPER
5014 AQUALINDA BLVD.
CAPE CORAL, FLORIDA 33914

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Incorporator

Articles Of Incorporation Of
21ST CENTURY BEDDING & FURNITURE, INC.


I hereby accept my designation as resident agent and agree to serve as the resident agent of 21ST CENTURY BEDDING & FURNITURE, INC.

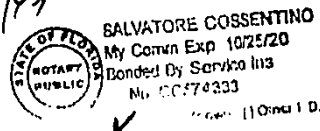
I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for 21ST CENTURY BEDDING & FURNITURE, INC.


GEORGE M. ROPER
Registered Agent

State of Florida
County Of Lee

ON February 24th, 1997, GEORGE M. ROPER, designated above as the individual who shall serve as the corporation's initial registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of 21ST CENTURY BEDDING & FURNITURE, INC.


Notary Public



Commission Expiration Date:

October 15, 2000

21ST CENTURY BEDDING & FURNITURE, INC.

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CERTIFICATE OF DESIGNATION

SECRET
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
21ST CENTURY BEDDING & FURNITURE, INC.
2. The name and address of the registered agent and office is:

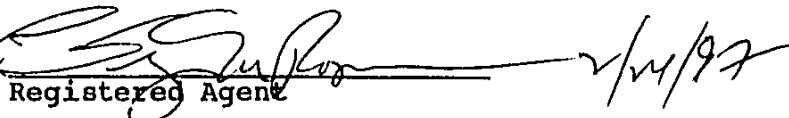
GEORGE M. ROPER
11621-5 SO. CLEVELAND AVENUE
FORT MYERS, FLORIDA 33907

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION OF REGISTERED AGENT.

FEBRUARY 20, 1997


Registered Agent

Registered Agent Filing Fee \$35.00

REGISTERED AGENT DESIGNATION CERTIFICATE