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PLEASE REPLY TO:

JACKSONVILLE OFFICE

SUITE 2001

2 SAWGRASS VILLAGE

PONTE VEDRA BEACH, FLORIDA 32082

(904) 285-2601

P97000019686

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-02/26/97--01060--020
****122.50 ****122.50

Effective 2-23-97

Re: Articles of Incorporation of Northside Sleep
City, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Northside Sleep City, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee and a certified copy thereof.

Thank you for your assistance.

Sincerely,

Mary A. Robison
Mary A. Robison

Enclosures

75088

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 26 AM 10:32

5/3/4

ARTICLES OF INCORPORATION
OF
NORTHSIDE SLEEP CITY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 26 AM 10:32

*Effective
2-23-97*

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is NORTHSIDE SLEEP CITY, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation has not yet been determined. The mailing address of the corporation is 6 Blanding Boulevard, Orange Park, Florida 32073.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue One Hundred Thousand (100,000) shares of capital stock, all of which shall have a par value of ten cents (\$.10) per share. Ninety Seven Thousand (97,000) shares shall be designated as voting common shares, and Three Thousand (3,000) shares shall be designated as nonvoting common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

i. Voting Common Shares. Each holder of voting common shares shall have one vote in respect of each share held by him, and the exclusive voting power with respect to the corporation shall be vested in the holders of the voting common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

ii. Nonvoting Common Shares. Except as otherwise expressly provided by law, or in the Articles of Incorporation, the holders of nonvoting common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of voting common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' 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.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mary A. Robison.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

W. Butch Amberger 7235 Zapata Drive
Jacksonville, Florida 32210

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one (1).

(b) Initial Board of Directors. The name and address of the initial director until the first annual meeting of the shareholders are as follows:

W. Butch Amberger 7235 Zapata Drive
Jacksonville, Florida 32210

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its member for his services as director, 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.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the director. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 23 day of February, 1997.


W. Butch Amberger

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


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 26 AM 10:33

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

That, NORTHSIDE SLEEP CITY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Mary A. Robison, located at 1 Independent Drive, Suite 2600, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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


Mary A. Robison
(Resident Agent)