



THE UNITED STATES
CORPORATION
COMPANY

P 970000 46532

ACCOUNT NO. : 072100000032

REFERENCE : 404420 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 27, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 404420-005

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

900002191049--3
-05/27/97--01033--014
*****70.00 *****70.00

DOMESTIC FILING

NAME: PILLOW STUFF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
MAY 27 1997
FBI - ST. PETERSBURG, FLORIDA

6
MAY 27 1997

97 MAY
FBI

EFFECTIVE DATE
5/23/97

ARTICLES OF INCORPORATION
OF
PILLOW STUFF, INC.

1997 MAY 27 PM 1:12
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is PILLOW STUFF, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 5914 30th Avenue North, St. Petersburg, Florida 33710.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of May 23, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$.01) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are JEFFERSON R. DAVIS, 5914 30th Avenue North, St. Petersburg, Florida 33710.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are as follows: JEFFERSON R. DAVIS, 5914 30th Avenue North, St. Petersburg, Florida 33710.

ARTICLE VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.
AMENDMENT

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

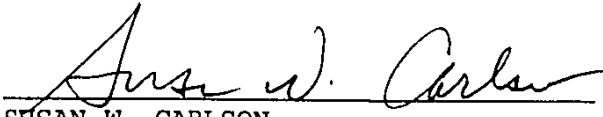
ARTICLE X.
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23rd day of May, 1997.


SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 23rd day of May, 1997.


JEFFERSON R. DAVIS

REGISTERED AGENT

121176

FILED
MAY 27 1997
TALLAHASSEE, FLORIDA