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PARALEGAL
LaVonne T. V. Harmon

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November 3, 1997

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Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee FL 32314

RE: BED & FUTON COMPANY.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
TOTAL:	<u>\$122.50</u>

FILED
97 NOV -7 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

F. 01-20-1997

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**ARTICLES OF INCORPORATION
OF**

BED & FUTON COMPANY

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be **BED & FUTON COMPANY**.

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be retail sale of bedding items and any other lawful business.

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

ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS

1. The principal place of business shall be **632 MAGUIRE BOULEVARD, SUITE C, ORLANDO, FL 32803**.

2. The *mailing address* of this corporation shall be **632 MAGUIRE BOULEVARD, SUITE C, ORLANDO, FL 32803**.

ARTICLE IV -- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **SUSAN TETENBAUM SAYFAN, 632 MAGUIRE BOULEVARD, SUITE C, ORLANDO, FL 32803**.

ARTICLE VI -- DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

**SUSAN TETENBAUM SAYFAN
632 MAGUIRE BOULEVARD
SUITE C
ORLANDO, FL 32803**

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE VII -- INCORPORATORS

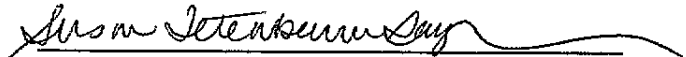
The name and address of the incorporator is:

**SUSAN TETENBAUM SAYFAN
632 MAGUIRE BOULEVARD, SUITE C
ORLANDO, FL 32803**

ARTICLE VIII -- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporate convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these Articles of Incorporation this 6 day of NOVEMBER, 1997.


SUSAN TETENBAUM SAYFAN

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 **BED & FUTON COMPANY**.
2. The name and address of the registered agent and office is:

**SUSAN TETENBAUM SAYFAN
632 MAGUIRE BOULEVARD, SUITE C
ORLANDO, FL 32803**

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 AS REGISTERED AGENT.

DATE: 11/6, 1997

By: 
SUSAN TETENBAUM SAYFAN
Registered Agent

FILED
97 NOV -7 AM 8:01
CLERK OF STATE
TALLAHASSEE, FLORIDA