

97 DEC 19 AM 9:16

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Shirley Rice 1165 Willingham Road Chulluota, Florida 32766

December 11, 1997

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

****122.50 ****122.50

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Re: Mattress Makers II, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,

Shirley Rice

Enclosures

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ARTICLES OF INCORPORATION OF MATTRESS MAKERS II, INC.

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ARTICLE I - NAME

The name of this corporation is MATTRESS MAKERS II, INC. and its principal place of business and mailing address is 210 West Michigan Avenue, Orlando, Florida 32806.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 210 West Michigan Avenue, Orlando, Florida 32806 and the name of the initial registered agent of this corporation at that address is Shirley Rice.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Shirley Rice 1165 Willingham Road-A Chuluotta, Florida 32766

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Shirley Rice 1165 Willingham Road-A Chuluotta, Florida 32766

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of December, 1997.

Shirley Rick, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this $\frac{1}{2}$ day of December, 1997, by Shirley Rice, who is personally known to

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me or who has produced FLO.L#R200-A330-93 as identification and who did take an oath.

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SECRETARY OF STATE

Disne Wernecke
My Commission CC411609
Expires October 05, 1998

Diane Wernecke
My Commission 05.

Expires Octobar 05.

NOTARY PUBLIC:

Sign: Well Ween Print: Dicoe Wo neckle

State of Florida at Large My Commission Expires:

Commission No. <u>CC 4//609</u>

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for MATTRESS MAKERS II, INC. hereby accepts such appointment this _____ day of December, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Shirley Rice