

LAW OFFICES OF
JOHN LENOX McDONALD, P.A.
FIRST NATIONAL BANK CENTER
2875 SOUTH OCEAN BOULEVARD
PALM BEACH, FLORIDA 33480-5593

TELEPHONE (561) 533-5000
TELEFAX (561) 572-6888

P 98 0000 13651

January 26, 1998

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

100002414691--1
-01/28/98--01063--005
***122.50 ***122.50

Re: Pillow Parlor - Reserved Name G97266000014


Dear Sir:

Enclosed are the followings for filing:

1. ARTICLES OF INCORPORATION - One original and one conformed copy for filing.
2. Check for \$122.50 representing the filing fee (\$35.00) Designation and Acceptance of Registered Agent (\$35.00) and a certified copy fee (\$52.50).
3. Copy of Reservation Document.

Please return the certified copy to me.

Sincerely,


Jack McDonald
JLM/tk
enclosures

FILED
88 FEB -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 98-2
125

F. CHESSEN FEB 11 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

JOHN L MCDONALD ESQUIRE
2875 S OCEAN BLVD FNBC BLDG
PALM BEACH, FL 33480-5593

SUBJECT: PILLOW PARLOR
Ref. Number: W98000002087

FEB 2 1998
FILED
98 FEB -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PILLOW PARLOR and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 198A00005148

ARTICLES OF INCORPORATION

OF

PILLOW PARLOR, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is PILLOW PARLOR

ARTICLE II

The existence of the corporation shall begin on February 10, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 6600 Georgia Avenue, Suite 5, West Palm Beach, Florida 33405.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6600 Georgia Avenue, Suite 5, West Palm Beach, FL 33405. The initial registered agent for the Corporation at that address is AL RABINOWITZ

ARTICLE VI

The initial board of directors shall consist of TWO members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
AL RABINOWITZ 	21935 Palm Grass Drive Boca Raton, FL 33428
HOFFERT, AMNON STAN 	1140 N. Southlake Drive Hollywood, FL 33019

FILED
98 FEB -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
AL RABINOWITZ	21935 Palm Grass Drive Boca Raton, FL 33428
HOFFERT, AMNON STAN	1140 N. Southlake Drive Hollywood, FL 33019

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of January, 1998.

Al Rabinowitz
Al Rabinowitz

Amnon Stan Hoffert
Amnon Stan Hoffert

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PILLOW PARLOR at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Al Rabinowitz
AL RABINOWITZ

Date: 1/18/98

FILED
98 FEB -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA