A T 0 N ****122.50 CORPORATION(S) NAME **Dire** Toll Free: 1-800-432-3028 Profit) NonProfit () Amendment () Merger () Mark) Dissolution) Foreign () Other) Limited Partnership) Annual Report) Reservation) Change of Registered Agent) Reinstatement) Photo Copies () Certificate Under Seal **Certified Copy** () After 4:30) Call If Problem) Call When Ready) Pick Up) Walk in () Will Walt () Mail Out Name Availability Document Examiner Updater Verifier

Acknowledgment

CR2E031 (R8-85)

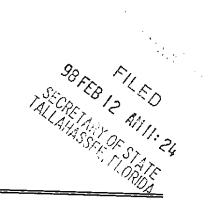
W.P. Verifier

Charter Number Only

ARTICLES OF INCORPORATION

OF

U.S. FUTON, INC.



ARTICLE I - NAME

The name of the Corporation is U.S. FUTON, INC.

ARTICLE II - ADDRESS

The principal office, or mailing address of the Corporation is 2035 NE 163rd Street, North Miami Beach, Florida 33162.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having the par value of One (\$1.00) Dollar.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights in accordance with the provisions of Florida Statutes Section 607.0603, pursuant to the terms and conditions, if any, prescribed by the board of directors.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation is 2035 NE 163rd Street, North Miami Beach, Florida 33162. The initial registered agent at such address is Gauriel Nazginov.

ARTICLE VIII - DIRECTORS

The Corporation shall have two directors initially, whose names and street addresses are as follows:

NAME ADDRESS

Nadezhda Nazginov 2035 NE 163rd Street

North Miami Beach, Florida 33162

Gauriel Nazginov 2035 NE 163rd STreet

North Miami Beach, Florida 33162

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of this Corporation is as follows:

NAME ADDRESS

Gauriel Nazginov 2035 NE 163rd Street

North Miami Beach, Florida 33162

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing
Articles of Incorporation this day of, 1998.
- Garul Mazzur
(SEAL)
STATE OF FLORIDA COUNTY OF DADE
Before me personally appeared Gauriel Nazginov, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed. Witness my hand and official seal in the County and State named this day of, 1998.
Muhill Skiner NOTARY PUBLIC STATE
OF FLORIDA AT LARGE
Michelle L Skinner My Commission CC599685
My Commission Expires: Expires November 7 2000
Personally Known OR Produced Identification
Type of Identification Produced NY Driver's License

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that U.S. FUTON, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2035 NE 163rd Street, North Miami Beach, Florida 33162., has named Gauriel Nazginov, located at 2035 NE 163rd Street, North Miami Beach, Florida 33162., as its agent to accept service of process within Florida.

Signature Coul Magner
(Corporate Officer)

Title President

Date February 11, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature formal Amount

(Registered Agent)

Date February 11, 1998

FILED

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