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Kenneth S. Sandler, P.A.

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February 26, 1998

Return to
FPU ASAP

Attorneys' Title Insurance Fund, Inc.
Corporate Information
660 East Jefferson Street - #200
Tallahassee, Florida 32301

FILED
98 MAR -3 PM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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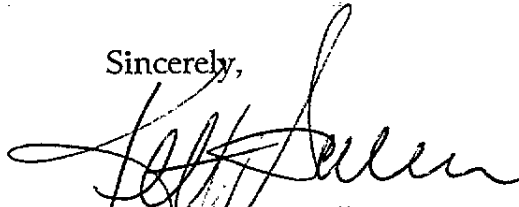
RE: MEMBERSHIP NO. 6244
BISCAYNE MATTRESS CORPORATION
CUTLER MATTRESS CORPORATION

Dear Clerk:

Enclosed please find the Articles of Incorporation for Biscayne Mattress Corporation and Cutler Mattress Corporation, together with a check for the filing fee of \$140.00 (\$70.00 each). Also enclosed is a check for \$15.00 made payable to you to deliver the Articles to the Secretary of State for filing.

Thank you for your cooperation in this matter.

Sincerely,


Kenneth S. Sandler

KSS/fs
Enclosure
letters/attytitl.ltr

RECEIVED
98 MAR -3 PM 3:30
DIVISION OF CORPORATION

K. Rolfe MAR 4 1998

ARTICLES OF INCORPORATION
OF
CUTLER MATTRESS CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be CUTLER MATTRESS CORP. The principal place of business of this corporation shall be 2900 Country Club Lane Southwest, Hallandale, Florida 33009.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with Five Hundred Dollars (\$500.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2900 Country Club Lane Southwest, Hallandale, Florida 33009 and the name of the initial registered agent of the corporation at that address is ANDREW KATZ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Directors is:

PHIL LANG
2900 Country Club Lane Southwest
Hallandale, Florida 33009

ARTICLE IX. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President:

PHILIP LANG
2900 Country Club Lane Southwest
Hallandale, Florida 33009

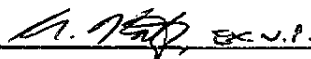
Secretary/Treasurer:

CHARLES ANDERSON
2900 Country Club Lane Southwest
Hallandale, Florida 33009

ARTICLE X. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

ANDREW KATZ
2900 Country Club Lane Southwest
Hallandale, Florida 33009



ANDREW KATZ, Subscriber

ARTICLE XI.
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, ANDREW KATZ, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accepts the duties and responsibilities of the position of Registered Agent under Section 607.0505, Florida Statutes for said Corporation.

IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal this 19TH day of February, 1998.

A. Katz, EX. V.P.
ANDREW KATZ

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, personally appeared ANDREW KATZ, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of February, 1998.

Jean Riley
Notary Public

My commission expires:



JEAN RILEY
COMMISSION # CC 476234
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA