

P98000038706

BNA Futons, Inc.
1945 West Brandon Blvd.
Brandon, FL 33511
(813) 685-0929

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

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-04/27/98--01069--007
****122.50 ****122.50

April 24, 1998

RE: BNA FUTONS, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

EFFECTIVE DATE
4-20-98

Respectfully,

BNA Futons, Inc.

Mailing Address of Corporation:
1945 West Brandon Blvd.
Clearwater, FL 33511
(813) 685-0929

FILED
98 APR 27 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0044

EFFECTIVE DATE
4-20-98

Articles of Incorporation
Of
BNA Futons, Inc.
(A Corporation for Profit)

FILED
98 APR 27 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

Article I – Corporate Name

The name of this corporation is:
BNA FUTONS, INC.

Article II – Effective Date

This corporation shall have an effective date of April 20, 1998.

Article III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article V – Capital Stock

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

Article VI – Principal Office and Initial Registered Office and Agent

The street address of the principal office which is the same as the mailing address and the initial registered office of this corporation is 1945 West Brandon Blvd., Brandon, FL 33511 and the name of the registered agent at that address is Marshall S. Cook.

Article VII – Incorporators

The name (s) and address (es) of the incorporator (s) is/are:

Marshall S. Cook
5164 S. Brandeis Circle
Sarasota, FL 32423

Prandaye M. Cook
5164 S. Brandeis Circle
Sarasota, FL 32423

Article VIII – Management by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article IX – By Laws

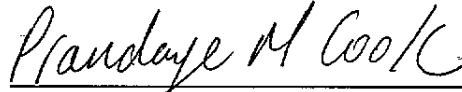
The By-laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 20 day of April, 1998.



Marshall S. Cook

Incorporator



Prandaye M. Cook

Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT
Of
BNA FUTONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

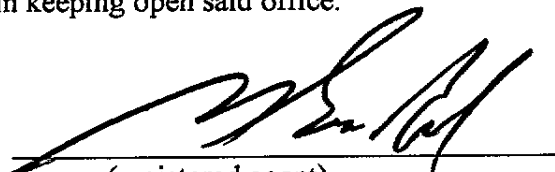
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at
1945 West Brandon Blvd., Brandon, FL 33511
has named

Marshall S. Cook

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

4/22/98
(date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA