

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000042217

IBC Factor, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 11 AM 10:14

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☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☐ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: Cher 5-11 836  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

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DIVISION OF CORPORATIONS

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**OF**

**IBCFactor, Inc.**

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 OF CORPORATION**

The name of this corporation is IBCFactor, Inc.

**ARTICLE II**

**NATURE OF THE BUSINESS**

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not

less than One Hundred (\$100.00) Dollars.

#### **TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

#### **INITIAL ADDRESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 730 West McNab Road, Ft. Lauderdale, FL 33309. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

#### **ARTICLE VII**

#### **DIRECTORS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1).

#### **ARTICLE VIII**

#### **INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

J. Leon Ellman

730 West McNab Road  
Ft. Lauderdale, FL 33309

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## ARTICLE IX

### SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Gerald J. Brady  
c/o International Bedding Corporation  
730 W. McNab Road  
Ft. Lauderdale, FL 33309

## ARTICLE X

### VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

## ARTICLE XI

### CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

## ARTICLE XII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation

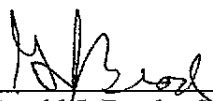
against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**RESIDENT AGENT**

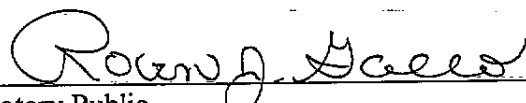
The name and address of the initial resident agent of this corporation is:

Gerald J. Brady  
c/o International Bedding Corporation  
730 W. McNab Road  
Ft. Lauderdale, FL 33309

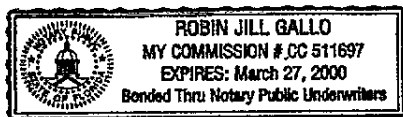
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 4<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
Gerald J. Brady, Subscriber

Subscribed and Sworn to this  
4th day of  
May, 1998.  
Before me: Gerald J. Brady

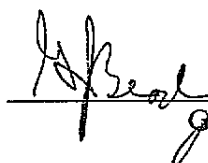
  
\_\_\_\_\_  
Notary Public

My Commission Expires:



## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.

  
Gerald J. Brady

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