

P98000043360



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 817443 81034A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$122.50

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 MAY 13 PM 4:06

ORDER DATE : May 13, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 817443-005

CUSTOMER NO: 81034A

000002522030--2

CUSTOMER: Michael W. Mead, Esq  
MICHAEL WM. MEAD, ESQ

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: B.E.D., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 MAY 13 PM 12:05  
DIVISION OF CORPORATIONS

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WS

ARTICLES OF INCORPORATION  
OF  
B.E.D., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 13 PM 4:06

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.  
Name

The name of this corporation is B.E.D., INC.

ARTICLE II.  
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.  
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.  
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is NINE HUNDRED (900) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.  
Address

The principal place of business of this corporation shall be 10 Racetrack Road N.W., Fort Walton Beach, Florida 32547, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.  
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.  
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.  
Officers

The names and addresses of the President, Vice-President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
CRAIG J. KRUSE	10 Racetrack Road N.W. Fort Walton Beach Florida 32547	President
F. SCOTT MEYER	19 Bayshore Shalimar, FL 32579	Vice- President
RANDY DELCHAMPS	600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606	Secretary & Treasurer

**ARTICLE IX.**  
**Subscribers**

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
CRAIG J. KRUSE	10 Racetrack Road N.W. Fort Walton Beach Florida 32547	300
F. SCOTT MEYER	19 Bayshore Shalimar, FL 32579	300
RANDY DELCHAMPS	600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606	300

**ARTICLE X.**  
**Registered Agent**

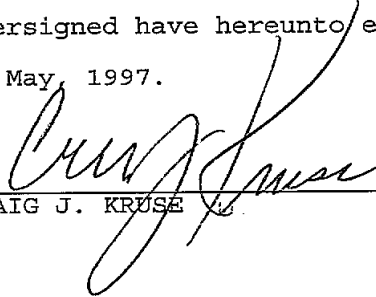
The Registered Agent of the corporation shall be: CRAIG J. KRUSE, and the street address of the office, place of business or location for the service of process within this State shall be: 10 Racetrack Road NW, Fort Walton Beach, Florida 32547.

**ARTICLE XI.**  
**Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

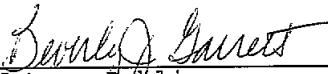
CRAIG J. KRUSE  
10 Racetrack Road NW  
Fort Walton Beach, FL 32547

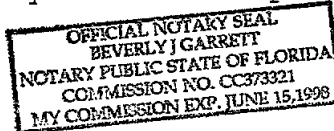
IN WITNESS WHEREOF, the undersigned have hereunto executed  
these presents this 13th day of May, 1997.

  
CRAIG J. KRUSE

STATE OF FLORIDA  
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by CRAIG J. KRUSE,  
this 13th day of May, 1998; he is personally known to me.

  
Notary Public  
My Commission Expires:



CORP/BED.Articles  
MWM/bjg

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
SECRETARY OF CORPORATIONS  
98 MAY 13 PM 1:06

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

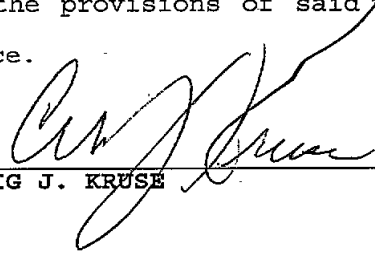
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

B.E.D., INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 10 Racetrack Road, N.W., Fort Walton Beach, Okaloosa County, Florida 32548, has named CRAIG J. KRUSE, located at 10 Racetrack Road, N.W., Fort Walton Beach, Florida 32548, Okaloosa County, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
CRAIG J. KRUSE

CORP\BED.RA  
MWM/bjg