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Menelia S. Adams

16638 N.W. 14th Street
Pembroke Pines, Fl. 33028
(954) 448-4000 - (954) 448-4670

October 1, 1998

Florida Department of State.
409 East Gaines Street
Tallahassee, Florida 32399

Re: Corporation Filing for PILLOW QUEEN, INC.

To Whom It May Concern:

I have enclosed a check for \$78.75 and two original copies of my Articles of Incorporation for Pillow Queen, Inc. Please register and file these papers and return a Certified Copy back to me using the return over night airbill also enclosed.

Thank you very much for all your assistance in this matter.

Sincerely,

Menelia S. Adams, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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GENE CONLEY FOR MENELIA S. ADAMS GAVE

AUTHORIZATION BY PHONE TO
CORRECT R.A. DESIGN.

DATE 10-05-98

DOC. EXAM. R.P.

RECEIVED OCT 5

ARTICLES OF INCORPORATION

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PILLOW QUEEN, INC.

ARTICLE I. NAME

The name of the corporation is: PILLOW QUEEN, INC. (Hereinafter called the "Corporation").

ARTICLE II. PURPOSE AND POWERS

The objects and purposes for which the Corporation is formed are to do any and all things hereinafter set forth to the same extent and as fully as natural persons might or could do, and in any part of the world, as principal, agent, contractor, trustee or otherwise, and either alone or in the company of another, namely: To transact, promote, carry on and engage in any lawful activity.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Florida and of the objects and purposes hereinabove set forth, it is hereby expressly provided that the Corporation shall also have the following powers:

(a) To acquire by purchase, lease, gift, assignment, exchange or in any other manner, and to hold, own, plat, subdivide, develop and improve, and to grant, convey, assign, transfer, exchange, sell, mortgage, pledge, lease, equip, furnish, use, maintain, repair, decorate, operate, rent, collect rents on, hire, manage, and otherwise dispose of, encumber or deal in land, buildings, structures, facilities, and real and personal property of any nature, improved or unimproved, and wheresoever situated and any interest or right therein, and in connection with any disposition of any such property to impose restrictions on the use thereof.

(b) To construct, erect, alter and demolish factories, works, plants, shops, stores, mills, hotels, theatres, offices, houses, warehouses, roads, buildings and other structures and improvements on or in connection with real property; to make, enter into, perform and carry out contracts for demolishing, construction, building, altering, improving, repairing, decorating, rebuilding, enlarging, maintaining, furnishing, and fitting up buildings, structures, and improvements of every description, owned, controlled leased or managed by this Corporation, and to advance money to and to enter into agreements of all kinds with builders, contractors, and property owners for said purpose.

(c) To acquire in any manner, subscribe for, purchase and invest in, hold, own, assign,

transfer, sell or otherwise dispose of, endorse, mortgage, pledge, or otherwise deal in or with shares of the capital stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness of any corporation, association, firm or individual of the State of Florida, or elsewhere; to issue in exchange therefor shares of the capital stock, bonds or other obligations of the Corporation; to possess and exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof, including the right to vote upon any thereof, in such manner as may be provided by the by-laws or, in the absence of any such provisions, pursuant to authorization by the Board of Directors, which authorization may be general or confined to one or more specific instances; insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares, bonds, mortgages, debentures, notes and other obligations, contracts and evidences of indebtedness, and to aid financially or in any other manner any corporation whose stock, bonds or other obligations are held by the Corporation or in which the Corporation is in any way interested; and to do anything for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, debentures, notes or other obligations, and to do anything designed for any such purpose.

(d) To hold, use, develop, manage, operate, deal in and dispose of, in any manner whatsoever, all or any part of the property of this Corporation, and from time to time to vary any investment or employment of funds of this Corporation.

(e) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida.

(f) To borrow money for its corporate purposes; to issue bonds, debentures, notes or other obligations of the Corporation, from time to time, without limit as to amount, for moneys borrowed or in payment for property purchased or acquired or to effect any of its corporate purposes; to secure the same by mortgage, deed of trust, pledge or other lien or charge upon or of any or all of the property, rights, privileges and franchises of the Corporation, wheresoever situated, then owned or to be acquired so far as permitted by law; and to sell, pledge, hypothecate or otherwise dispose of any or all such bonds, debentures, notes and obligations in such manner and upon such terms and at such prices as the Board of Directors shall determine.

(g) To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the Corporation in the manner and to the extent now or hereinafter permitted to corporations organized under the laws of the State of Florida; provided, that the Corporation shall not use its funds or other assets for the

purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, except as otherwise permitted by law; and provided further, that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(h) To carry on the business of constructing and contracting in all of its branches; to appraise, value, design, construct, enlarge, develop, improve, alter, demolish, extend, equip, and repair factories, works, plants, systems, lines, stations, buildings, structures, mines shafts, tunnels, wells, canals, viaducts, highways, facilities, apparatus, machinery, equipment, appliances and appurtenances of any nature whatsoever.

(i) To apply for, obtain the grant of, purchase, lease or otherwise acquire any and all licenses, permits, powers, authorities, franchises, ordinances, orders, lands, rights of way, easements, sites, properties, business undertakings, or any right, option or contract in relations thereto, and to perform carry out and fulfill the terms and conditions thereof and to carry the same into effect and to enjoy, develop, hold, maintain, lease, sell, transfer, dispose of and otherwise deal with same.

(j) To apply for, acquire, register, use and hold, sell, assign, or otherwise dispose of (either absolutely or by way of lease, mortgage, pledge or license), to grant licenses in respect of and otherwise turn to account, any letters patent of the United States or of any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulae, processes, trade marks, trade names, brands, labels, copyrights and privileges, and any right, title or interest therein or thereto, that may relate to or be useful in connection with any business which the Corporation is authorized to carry on.

(k) To acquire the good will, rights, property and franchises and to take over as a going concern the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in the same or similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such manner as may be permitted by law; to continue and conduct the whole or any part of any business acquired, insofar as a corporation of this character may lawfully do so, with the right to exercise all powers necessary or convenient in and about the conduct and management of such business.

(l) So far as permitted to a business corporation, to act as financial, commercial or general agent or representative of any person, firm, association or corporation, and as such to develop, improve and extend their property, trade and business interest, and in connection therewith to maintain and furnish statistical data and advisory service.

(m) To do any act hereinabove set forth to the same extent as natural person might or could do, and the corporation shall have power to conduct and carry on its business, or any

part thereof, and have one or more office, and to exercise any or all of its corporate powers and rights (including the power and right to hold, purchase, mortgage and convey real and personal property) in the State of Florida, the 49 other states, the District of Columbia, territories, colonies, territorial possessions and dependencies of the United States, and in any and all foreign countries.

(n) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid purposes, business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws of the State of florida.

The purposes and powers specified in the foregoing clauses of this Article II shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent purposes and powers, and the foregoing enumeration of specific powers shall not be held, and is not intended, to limit or restrict in any manner the powers of the Corporation but is in furtherance of and in addition to the general and specific powers conferred upon corporations organized under the Law of the State of Florida.

ARTICLE III. CAPITAL STOCK

The amount of the total authorized capital stock of the corporation shall be twenty-five million (25,000,000) shares of common stock having a par value of One Tenth of One Cent (.001) per share, said stock being non-assessable.

In the event this Article provides for classes of said capital stock, the Board of Directors is expressly vested with authority in its resolution or resolutions providing for the issuance of said capital stock, to fix and determine classes and series thereof, with full or limited voting powers or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, or qualifications, limitations or restrictions thereof.

ARTICLE IV. DIRECTORS

The property, affairs and business of the Corporation shall be managed by a Board of Directors (Hereinafter called collectively the "Board"), and the Board may exercise all the powers of the Corporation, without action by the stockholders, except as otherwise expressly provided by statute or by these Articles or Incorporation or by the by-laws.

The number of directors of the Corporation shall be fixed from time to time by or in the manner provided by the by-laws, and such number may be altered from time to time in the manner provided in the by-laws, but such number shall in no case be less than 3 nor more than 6, except that in cases where all the shares of the Corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. The qualifications, election, resignation and removal of directors, the time, place and notice of meetings, the quorum, organization and manner of acting, and the filling of vacancies in the Board, shall be governed by the by-laws, subject to the provisions of these Articles of Incorporation.

The directors may be divided into two (2) or more classes whose terms of office shall respectively expire at different times, as shall be provided in the by-laws, but at least one-fourth (1/4) in number of the full board shall be elected annually.

The initial number of stockholders holding beneficial or recorded interest is only one. Under the provision of Florida State Law only one director is required.

The name and post office address of the first Board is:

MENELIA S. ADAMS
15633 N.W. 14TH. STREET
PEMBROKE PINES, FLORIDA 33028

ARTICLE V. INCORPORATOR

The name and post office address of the incorporator signing these Articles of Incorporation is:

MENELIA S. ADAMS
15633 N.W. 14TH. STREET
PEMBROKE PINES, FLORIDA 33028

ARTICLE VI. EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII. PRE-EMPTIVE RIGHTS

No stockholder of the corporation shall have any right or preference, as such holder, to purchase or subscribe for any stock of the Corporation now or hereafter authorized, unless the Board, by a majority vote before the issuance of said stock, shall deem it expedient that the stockholders have such right or preference.

ARTICLE VIII. CONFLICTING INTEREST

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, or member or members of any committee, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person or persons, firm or firms or corporation or corporations shall be affected or invalidated by the fact that any director or directors of the Corporation or member or members or any committee is a party or are parties to or interested in such contract, act or transaction or in any way connected with any such person or persons, firm or firms, or corporation or corporations; and any such director or member of a committee who is also a party to or interested in any such contract, act or transaction or in any way connected with such person or persons, firm or firms, or corporation or corporations; and any such director or member of a committee who is also a party to or interested in any such contract, act or transaction or in any way connected with such other person or persons, firm or firms, or corporation or corporations, may be counted in determining the existence for a quorum at any meeting of the Board of Directors or of any committee, as the case may be, which shall authorize any such contract, act or transaction and may vote thereof to authorize any such contract, act or transaction, with like force and effect as if he were not a party to or interested in such contract, act or transaction or in any way connected with such other person or persons, firm or firms, or corporation or corporations, provided such facts are known or disclosed to the board or committee and the vote would be sufficient for the purpose without counting the vote or votes of such director or directors or member or members. The board, in its discretion, may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any special meeting of the stockholders called for the purpose of considering such act or contract. Any contract or act approved or ratified by a majority vote of the stockholders of the Corporation or approved by the written consent of a majority of the stockholders of the Corporation entitled to vote, provided that any factor of common directorship or financial interest of a director or directors is disclosed or made known to the stockholders, shall be as valid and as binding upon the Corporation and upon all the stock holders as though it had been approved or ratified by every stockholder as though it had been approved or ratified by every stockholder of the Corporation whether or not the contract or act would otherwise be open to legal attack because of a director's interest, or for any other reason.

ARTICLE IX. INDEMNIFICATION

Any person made a part to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expense, including attorneys' fees, actually and necessarily

incurred by him in connection with the defense of such suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or employee is liable for negligence or misconduct in the performance of his duties; such right or indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provisions herein.

ARTICLE X. PRINCIPAL OFFICE

The principal office or place of business of the Corporation in the State of Florida shall be located in the County of Broward:

PILLOW QUEEN, INC
15633 N.W. 14TH. STREET
PEMBROKE PINES, FL. 33028

Registered Agent: Menelia s. Adams
Registered Office: same as principal office

The undersigned accepts designation as registered agent.

Menelia S. Adams
BY: MENELIA S. ADAMS, PRESIDENT

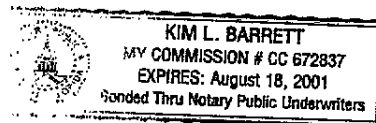
Incorporator/Registered Agent
STATE OF FLORIDA)

) S.S.

COUNTY OF BROWARD)

On this 15 day of October 1998 before me the undersigned, a Notary Public in and for the County of Broward personally appeared MENELIA S. ADAMS known to me to be the person described in and who executed the above and foregoing articles of Incorporation, and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Kim L. Barrett
Notary Public



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