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ACCOUNT NO. : 072100000032

REFERENCE : 992572 4320888

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 1:13

ORDER DATE : October 12, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 992572-005

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley  
LIVINGSTON PATTERSON  
LIVINGSTON PATTERSON  
46 N. Washington Blvd.

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-10/12/98-01041--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Sarasota, FL 34236

DOMESTIC FILING

NAME: BASICALLY BEDS & SPREADS, INC.

EFFECTIVE DATE: 10/9/98

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: Christopher Smith

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION OF  
BASICALLY BEDS & SPREADS, INC.**

**Article I - Name**

The name of this corporation is Basically Beds & Spreads,  
Inc.

**Article II - Commencement**

This corporation shall commence on October 9th, 1998.

**Article III - Capital Stock**

This corporation is authorized to issue 10,000 shares of  
one-cent par value common stock.

**Article IV - Mailing Address and Principal Office**

The mailing address and principal office of the corporation  
is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

**Article V - Initial Registered Office and Agent**

The street address of the initial registered office of this  
corporation is 46 N. Washington Blvd., #1, Sarasota, Florida,  
34236 and the name of the initial registered agent of this  
corporation at that address is John Patterson.

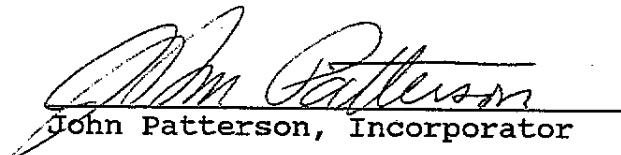
**Article VI - Initial Board of Directors**

This corporation shall have one director initially. The  
number of directors may be either increased or diminished from  
time to time by the bylaws. The name and address of the initial  
director of this corporation is John Patterson, 46 N. Washington  
Blvd., #1, Sarasota, Florida 34236.

**Article VII - Incorporator**

The name and address of the person signing these Articles is  
John Patterson, 46 N. Washington Blvd., #1, Sarasota, Florida  
34236.

IN WITNESS WHEREOF, the undersigned has executed these Arti-  
cles of Incorporation this 9th day of October, 1998.

  
John Patterson, Incorporator

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**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of BASICALLY BEDS & SPREADS, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
JOHN PATTERSON