

LAW OFFICES
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November 3, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-11/04/98--01081--013
****122.50 *****78.75

RE: Incorporation of Custom Mattress Co.

Dear Sir or Madam:

Please find enclosed the original executed Articles of Incorporation for Custom Mattress Co. for filing. I have also enclosed a copy of the articles for your certification. You will note that the Certificate of Designation of Registered Agent/Registered Office has been properly executed and enclosed.

Enclosed also is a check in the amount of \$122.50 for the following fees: \$35.00 Filing Fee, \$35.00 Designation of Registered Agent, \$52.50 for Certified Copy.

Thank you for your prompt attention to this matter.

Sincerely,



John J. Uskert

JJU/kao
Enclosure

FILED
98 NOV - 4 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-16-98
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ARTICLES OF INCORPORATION
OF
CUSTOM MATTRESS CO.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CUSTOM MATTRESS CO. The principal place of business of this corporation shall be 836 West 23rd Street, Panama City, Florida 32405 and the mailing address shall be 836 West 23rd Street, Panama City, Bay County, Florida 32405.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time in One Hundred (100) shares of common stock at (\$1.00) per share par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - OFFICERS

The names and street addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are as follows:

President

John Scott Partee
836 West 23rd Street
Panama City, FL 32405

Secretary/Treasurer

Jane Ann Partee
836 West 23rd Street
Panama City, FL 32405

ARTICLE VI - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is as follows:

President

John Scott Partee
836 West 23rd Street
Panama City, FL 32405

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be at 836 West 23rd Street, Panama City, Florida 32405 and the registered agent at that address shall be John Scott Partee.

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation shall be adopted by the incorporator and the power to alter, amend or rescind the By-Laws shall be reserved to the shareholders in the manner provided by the By-Laws.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by the By-Laws.

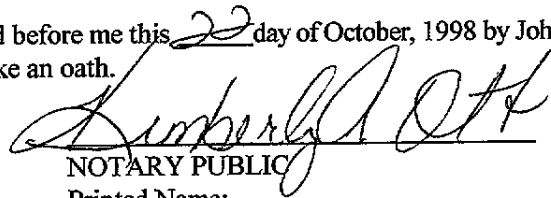
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of October, 1998.



JOHN SCOTT PARTEE

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22 day of October, 1998 by John Scott Partee who is personally known to me and did not take an oath.



NOTARY PUBLIC

Printed Name:

My commission expires: KIMBERLY A OTT
My Commission CC571195
Expires Jul. 21, 2000



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The Name of the corporation is CUSTOM MATTRESS CO.
2. The name and address of the registered agent and office is John Scott Partee, 836 West 23rd Street, Panama City, Florida 32405.

Dated this 22 day of October, 1998.


JOHN SCOTT PARTEE
President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I accept the duties and obligation of registered agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 22 day of October, 1998.


JOHN SCOTT PARTEE
REGISTERED AGENT

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TALLAHASSEE, FLORIDA