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LAFARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-12/02/98--01043--014

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MCT BEDDING & FURNITURE INVESTMENT  
(Corporation Name) (Document #)

2. GROUP, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
98 DEC -2 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

11/2/98

55 DEC -2 PM 10:51  
DIVISION OF REGISTRATION

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
MCT BEDDING & FURNITURE INVESTMENT GROUP, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MCT Bedding & Furniture Investment Group, and the principal address of the corporation is 1521 Alton Road Suite 119 Miami Beach, FL 33139.

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1521 Alton Road, Suite 119 Miami Beach FL 33139 and the name of the initial registered agent of this corporation at that address is Andrew Gunn.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than one.

ARTICLE VI - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE VII - INCORPORATOR

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

*Andrew Gunn*, 1521 Alton Road Suite 119, Miami Beach Florida 33139.

ARTICLE VIII - BY-LAWS

The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

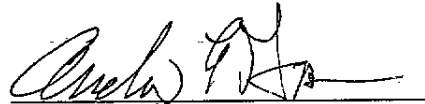
This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

27 day of November, 1998.

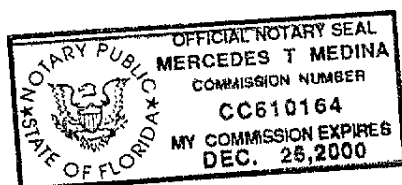


Andrew Gunn

STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, the undersigned authority duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Andrew Gunn to be known to be the person described in and who executed the foregoing Articles of Incorporation and who executed the same for the purposes therein expressed and is personally known to me and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on this 27 day of November, 1998.



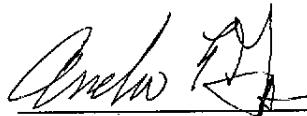
  
Notary Public, State of Florida

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

IN COMPLIANCE WITH SECTION 48.091 AND 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT - MCT Bedding & Investment Group, *INC.*

To organize or qualify under the laws of the state of Florida, with its principal place of business at 1521  
Alton Road Suite 119 Miami Beach Florida 33139, has named Andrew Gunn located at 1521 Alton Road  
Suite 119 Miami Beach Florida 33139 as its agent to accept service of process within Florida



Andrew Gunn

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, and I further agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties.



Andrew Gunn

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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