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

Pillow Collections Inc.

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TALLAHASSEE, FLORIDA

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JAN 26 1999

ARTICLES OF INCORPORATION

OF

Pillow Collections, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1

Name of Corporation

1.1 Name. The name of the Corporation is Pillow Collections, Inc.

ARTICLE 2

Purposes and Powers

2.1 Purpose. The purposes for which the Corporation is organized are as follows:

(a) To manufacture, market, and sell custom-made decorative pillows, and other interior decorations; and to purchase necessary fill material and exterior materials and decorations involved in the design, manufacture, and sale of custom-made decorative pillows and other interior decorations;

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, association, cooperative association, fraternal benefit-society, state fair, or exposition.

(c) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired; to erect, or cause to be erected, on any land owned, held, or occupied by the Corporation, buildings or other structures with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied; and to encumber or dispose of any lands or interests in lands, any buildings or other structures located thereon, and any stores, shops, suites, rooms, or parts of any buildings or any other structures located on any such land at any time owned or held by the Corporation.

(d) To acquire by purchase, lease, manufacture, or otherwise,

any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any real property or personal property at any time owned, held or occupied by the Corporation; to invest, trade, and deal in any personal property deemed beneficial to the Corporation; and to encumber or dispose of any personal property at any time owned or held by the Corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign county.

2.2 Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3 Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties to the Corporation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district or foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by

purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description, whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(f) To Deal in Its Own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of, the shares of the Corporation; but it shall not purchase, either directly or indirectly, its own shares, except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, exchange, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute, or any partial or qualified, interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purpose set forth in Section 2.1 of this Article 2.

(h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute, or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, and tradenames and applications therefor.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of Article 2.

(j) To Enter into Profit Sharing Arrangements and Partnership. To enter into any lawful arrangements for sharing profits, union of interest reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section

2.1 of this Article 2, and to enter into any general or limited partnership, the purpose of which is similar to the purposes set forth in Section 2.1 of Article 2.

(k) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

(m) To Borrow Funds. To borrow or raise moneys for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, from time to time, without limitation as to amount: to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

ARTICLE 3

Capital Stock

3.1 Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, having a par value of \$5.00 per share.

3.2 Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has right to vote; or to cumulate his

votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal; or by distributing such votes on the same principle among any number of such candidates.

3.3 Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive. No certificate shall be issued for any share until such share is fully paid.

3.4 Dividends. The holders, from time to time, of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

3.5 Pre-Emptive Rights. The holders, from time to time, of the Common Stock of the Corporation shall have the preemptive right to purchase at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation as may be issued from time to time, over and above the issue of the first shares of the Common Stock of the Corporation which have never previously been sold. Such pre-emptive rights shall apply to all such shares issued after such first shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in

treasury of the Corporation, and shall be exercised in the respective ratio which the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 4

Initial Capital

4.1 Initial Capital. The amount of capital with which the Corporation will begin business is \$500.00.

ARTICLE 5

Period of Duration

5.1 Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6

Address

6.1 Address. The initial address of the principal office of the Corporation in the State of Florida is 605 Morrill Court, Valrico, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

7.1 Initial Board of Directors. The initial Board of Directors shall consist of not less than (1) member, who need not be a resident of the State of Florida nor a stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses. The names and addresses of the initial Board of Directors, who shall serve until their successors shall have been elected and qualified are:

Ruth Doroslovac

And Rebeka Kukucka

605 Morrill Court
Valrico, Florida 33594

7.3 Increase of Directors. The number of Directors may be increased or decreased, from time to time, by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE 8

Subscriber/Incorporator

8.1 Subscriber. The name and address of the Subscriber to these Articles of Incorporation is:

Ruth Doroslovac
605 Morrill Court
Valrico, Florida 33594

ARTICLE 9

Provisions for Regulation of the Internal Affairs of the Corporation

9.1 Meeting of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2 Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3 By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter, or repeal the By-Laws, or the adoption of new By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of incorporation.

9.4 To Whom Shares May Be Sold. Subject to the provisions of Section 3.5 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise disposed of, by it, from time to

time, to such persons, corporations, or other legal entitles as the Board of Directors of the Corporation may determine.

9.5 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors; or between the Corporation and any firm in which one or more of its Directors is a member or employee, or in which they are interested; or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder, member, director, officer or employee, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction; and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors. The Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, and such interested Director or Directors are to be counted in calculating the majority necessary to carry such a vote. This Section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

Amendments

10.1 Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11

Designation of Registered Agent


11.1 Registered Agent. The Registered Agent of the Corporation and her address, until proper notification of change thereof is given to the Secretary of State of Florida, shall be Ruth Doroslovac, 605 Morrill Court, Valrico, Florida 33594.

ARTICLE 12

Indemnification

12.1 The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

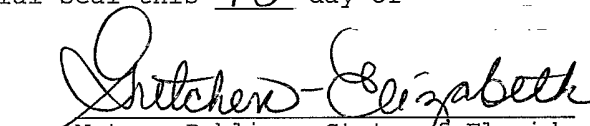
IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Incorporation for the uses and purposes herein stated.


Ruth Doroslovac

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared Ruth Doroslovac, who, being first duly sworn, deposes and says that the foregoing Articles of Incorporation are true and correct to the best of her information and belief.

WITNESS my hand and official seal this 18 day of January, 1999.


Notary Public - State of Florida

My commission expires:
Notary Public State of Florida
Gretchen-Elizabeth
My Commission CC653680
Expires June 8, 2001

ACCEPTANCE

I hereby accept appointment as Registered Agent of the above named Corporation, and agree to serve as such until my successor is named by Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Ruth Doroslovac

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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