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September 21, 1999.

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TALLAHASSEE, FLORIDA
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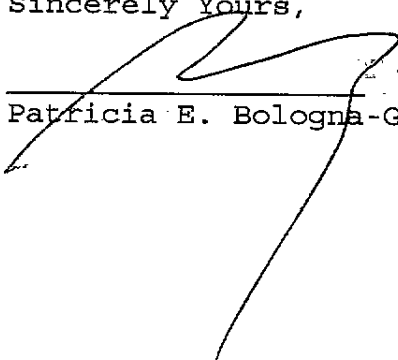
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation

Dear Sir or Madam:

Please see enclosed Articles of Incorporation to be filed. I have enclosed a check for \$78.75 for the costs of filing, designation of the registered agent and for a certified copy to be issued and sent to me. Please forward same to Patricia E. Bologna-Garagozlo at 3903 Postridge Trail, Melbourne, Florida 32934. If you have any questions I can be reached at (407) 253-3773.

Sincerely Yours,


Patricia E. Bologna-Garagozlo

F. CHESER

SEP 28 1999

**ARTICLES OF INCORPORATION
OF
DREAMLESS SLEEP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
Name

The name of the corporation is Dreamless Sleep, Inc.

Article II
Duration

The corporation shall have perpetual existence commencing upon the date of subscription and acknowledgement hereof as provided by Florida Statute 607.0203.

Article III
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV
Address

The principal place of business of the corporation shall be:

P.O. Box 30052
Palm Beach Gardens, Florida 33420-0052

Article V
Capital Stock

The corporation is authorized to issue 1000 shares of common stock, \$1.00 par value per share.

Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 3903 Postridge Trail, Melbourne, Florida 32934, and the name of the initial registered agent of the corporation at that address is Patricia E. Bologna-Garagozlo.

Article VII
Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Salvatore E. Bologna
P.O. Box 30052
Palm Beach Gardens, Florida 33420-0052

Lisa C. Bologna
P.O. Box 30052
Palm Beach Gardens, Florida 33420-0052

Article VIII
Incorporator

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

Patricia E. Bologna-Garagozlo
3903 Postridge Trail
Melborne, Florida 32934

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein

shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

Article XIII
No Removal of Directors or Officers

The Shareholders of this Corporation shall not be entitled to remove any Director or Officer from office during his or her term.

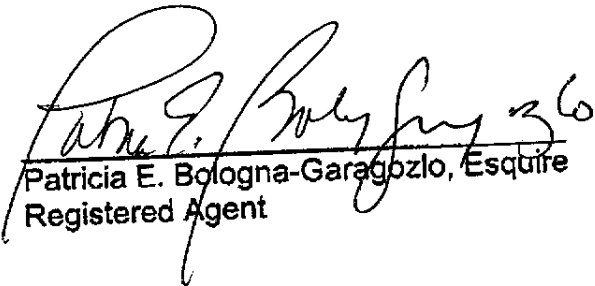
Article XIV
Preemptive Rights

Every Shareholder, upon the sale for cash or any new stock of this Corporation or the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of September 1999.


Sole Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Patricia E. Bologna-Garagozlo, Esquire
Registered Agent

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