

Charter Number Only

11/09/99

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VALIDATION ONLY

William E. Stacey

Requestor's Name

320 SE 9 Street

Address

Ft. Lauderdale FL 33346

City

State

ZIP

Phone

(954) 260-4145A

CORPORATION(S) NAME

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*****78.75 *****78.75

FLA Foam, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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certified copy

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

William E. Stacey, Jr., Esq.

Attorney at Law

320 Southeast 9th Street
Post Office Box 460053
Fort Lauderdale, Florida 33346

Tel: (954) 260-4145
Fax: (954) 768-0778
WilliamEStacey@yahoo.com

November 9, 1999

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for FLA. FOAM, INC.

Madame Secretary:

Enclosed herewith are original and two copies of Articles of Incorporation of the above named proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$78.75 is also enclosed.

This corporation plans to commence business immediately upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact me immediately at (954) 260-4145.

Sincerely,



William E. Stacey, Jr., Esq.

**ARTICLES OF INCORPORATION
OF
FLA. FOAM, INC.**

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

FLA. FOAM, INC.

**ARTICLE II
CORPORATE ADDRESS**

The mailing address and the principal place of business of this Corporation shall be:

105 South Riverside Drive
Unit 303
Pompano Beach, Florida 33062

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The Corporation shall have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of stock. All of the shares of stock shall be of a single class, designated as common. Shareholders shall be entitled to receive the net assets of the corporation upon dissolution. The shares of stock authorized shall have a par value of \$.01 per share.

**ARTICLE V
PREEMPTIVE RIGHTS**

This Corporation elects to have Preemptive Rights.

**ARTICLE VI
CUMULATIVE VOTING**

All shareholders of this Corporation are entitled to cumulate their votes for directors.

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TALLAHASSEE FLORIDA

ARTICLE VII
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

William E. Stacey, Jr., Esq.

and the registered post office address is:

320 Southeast 9th Street
PO Box 460053
Fort Lauderdale, Florida 33346

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.


William E. Stacey, Jr., Esq.

ARTICLE VIII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the Corporation's Bylaws as adopted by the Shareholders. However, the Corporation shall have no less than one director at any time.

ARTICLE IX
REMOVAL OF DIRECTORS

The removal of Directors by the Shareholders is restricted to instances when cause exists. Removal of a Director may not be had by less than a shareholder vote of 70%.

ARTICLE X
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Robert Kaplan
105 South Riverside Drive
Unit 303
Pompano Beach, Florida 33062

James Boyden
105 South Riverside Drive
Unit 303
Pompano Beach, Florida 33062

Abe Fuchs
275 Ellen Place
Jericho, New York 11753

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until successors are elected.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law, any Director, Officer, Agent, Employee or Fiduciary who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit or proceeding by or in the right of the Corporation which arises either as to said Director's, Officer's, Agent's, Employee's or Fiduciary's action in his/her official capacity and/or as to action while holding such office. In addition, the Corporation shall pay for or reimburse all expenses incurred by said Director, Officer, Agent, Employee or Fiduciary in advance of the final disposition of said action, suit or proceeding to the full extent permitted by law.

ARTICLE XII
ADOPTION AND AMENDMENT OF BYLAWS

The Initial Bylaws of this Corporation shall be adopted by majority vote of the Directors. Bylaws may be amended only by unanimous vote of either the Directors or the Shareholders.

ARTICLE XIII
INCORPORATORS

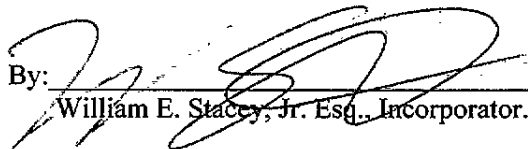
The name and post office address of the Incorporator is as follows:

William E. Stacey, Jr., Esq.
320 Southeast 9th Street
PO Box 460053
Fort Lauderdale, Florida 33346

ARTICLE XIV
COMMENCEMENT

Corporate existence will commence on immediately on issuance of the charter.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

By: 
William E. Stacey, Jr. Esq., Incorporator.

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TALLAHASSEE FLORIDA