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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

C. Ocullette JUL 18 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 129500 4383762

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizzuti

ORDER DATE : June 12, 2003

ORDER TIME : 1:09 PM

ORDER NO. : 129500-040

CUSTOMER NO: 4383762

CUSTOMER: Ms. Judy Lieber
Jennifer Convertibles Inc.
419 Crossways Park Drive

Woodbury, NY 11797

CHANGE OF AGENT

NAME: JENNIFER CONVERTIBLES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Mimi Replogle

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: JENNIFER CONVERTIBLES, INC.
- 2. The principal office address: 419 Crossways Park Drive, Woodbury, NY 11797
- 3. The mailing address (if different): _____
- 4. Date of incorporation/qualification: May 31, 2001 Document number: F01000002928

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5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

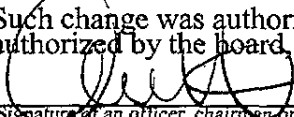
Scott Decubellis
3058 North Federal Highway
Ft. Lauderdale, FL 33306

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company
1201 Hays Street
(P.O. Box or personal mailbox NOT acceptable)
Tallahassee, FL 32301

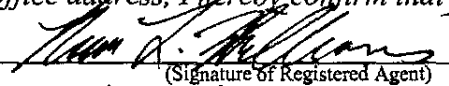
The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer, chairman or vice chairman of the board)

Anne Martin, Attorney-in-Fact
(Printed or typed name and title)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)
Corporation Service Company
If signing on behalf of an entity:

July 1, 2003
(Date)

Marva L. Williams
(Typed or Printed Name)

Assistant Vice President
(Capacity)

***** FILING FEE: \$35.00 *****