F99000002050

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 193954 4359680

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : April 5, 1999

ORDER TIME : 4:24 PM

ORDER NO. : 193954-005

CUSTOMER NO: 4359680

000002837320--7

CUSTOMER: John Moscati, Esq
Zdarsky, Sawicki & Agostinelli
404 Cathedral Place
298 Main Street
Buffalo, NY 14202

FOREIGN FILINGS

NAME: CM MANAGEMENT, INC.

W99-8672

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX PLAIN STAMPED COPY
________ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
99 APR 12 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 APR 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/21/99

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

99 APR 21 AM 10:37
DIVISION OF CORPORATIONS

FILED
99 APR 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 1999

CSC

SUBJECT: CM MANAGEMENT, INC.
Ref. Number: W99000008672

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00018444

RESUBMIT

Please give original
submission date as file date.

Certified Copy of Board of Director's Resolutions

Marc D. Schiller , Secretary of CM Management, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 12th day of April, 1999:

> "RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name CM Management Group, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and
>
> "FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

FILED
99 APR 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marc D. Schiller

Marc D. Schiller, Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CM MANAGEMENT, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 16-1560888
(FEI number, if applicable)

4. December 21, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11819 Metro Parkway
Fort Myers, FL 33912
(Current mailing address)

8. To act as a corporate holding company, and to conduct retail and wholesale sales of beds, bedding and mattresses and to all things incidental thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
99 APR 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jerome D. Schiller

Office Address: 11819 Metro Parkway

Fort Myers, Florida, 33912
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

By: ______________________
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: Jerome D. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

Vice Chairman:

Address:

Director: Jerome D. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

Director:

Address:

FILED

99 APR 12 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Stephen J. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

Vice President: Marc D. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

Secretary: Marc D. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

Treasurer: Stephen J. Schiller

Address: 11819 Metro Parkway

Fort Myers, FL 33912

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jerome D. Schiller, Chairman of the Board
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CM MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
99 APR 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

2969361 8300

991133404

AUTHENTICATION: 9671420

DATE: 04-06-99