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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

THE MATTRESS PLACE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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CERTIFICATE OF INCORPORATION
OF
THE MATTRESS PLACE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is THE MATTRESS PLACE CORPORATION

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:
BWT Business Advisers, Inc.
9050 Pines Blvd. Ste 450-8
Pembroke Pines FL 33024

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ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 6855 Abbott Avenue, #502, Miami Beach, FL 33141. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director; however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and the initial corporate officers is:

Officer	Name	Address
President/Treasurer	Ramona Delgado	6855 Abbott Avenue #502 Miami Beach, FL 33141
Vice President/Secretary	Alba Moreno	301 SW 158 th Terrace #102 Pembroke Pines, FL 33027

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Alba Moreno	301 SW 158 th Terrace Suite 102 Pembroke Pines, FL 33027	50	50%
Ramona Delgado	6855 Abbott Avenue Suite 502 Miami Beach, FL 33141	50	50%

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That The Mattress Place, Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami Beach, the County of Miami-Dade, State of Florida, hereby designates Alba Moreno, as registered agent, to accept services within the State. The registered office of the corporation shall be 301 SW 158th Terrace, #102, Pembroke Pines, FL 33027.

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator is:

NAME	ADDRESS
Ramona Delgado, President	6855 Abbott Avenue #502 Miami Beach, FL 33141

WITNESS the hand and seal of the incorporator in Broward County, State of Florida, this
1st day of November 2001.


Ramona Delgado, President

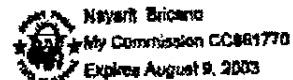
STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that Ramona Delgado who is personally known to me/who presented the following identification FL D/L 0423-72154-78 and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 1st day of Nov. 2001.



Notary Public



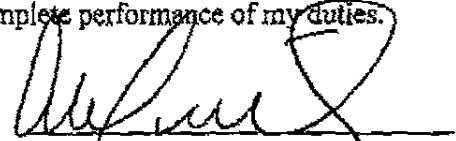
My Commission Expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That THE MATTRESS PLACE CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, has named Alba Moreno, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Alba Moreno, Vice President

Date: November 1, 2002

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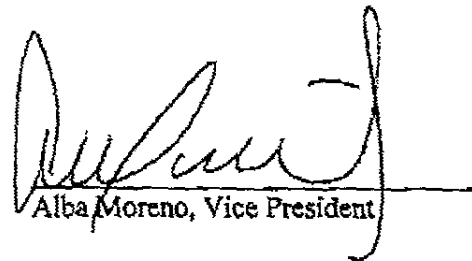
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is THE MATTRESS PLACE CORPORATION.
2. The name and address of the registered agent and office is:

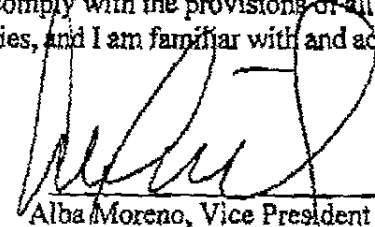
Alba Moreno
301 SW 158th Terrace
Suite 102
Pembroke Pines, Florida 33027



Alba Moreno, Vice President

Date: November 1, 2002

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



Alba Moreno, Vice President

Date: November 1, 2002

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