

Jonas & LaSorte

a partnership including
professional associations

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August 20, 1998

FEDERAL EXPRESS
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/21/98-01092-010
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Attention: Division of Corporations

RE: SIMMONS INTERIORS GROUP, INC.

Dear Sir/Madam:

Enclosed for filing, please find one original and one copy of the fully executed and notarized Articles of Incorporation regarding Simmons Interiors Group, Inc. Also enclosed please find a check made payable to the Secretary of State, in the amount of \$122.50 representing filing fees and one certified copy. Please forward the certified copy to our office in the enclosed self-addressed envelope.

If you should have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

MICHAEL N. JONAS, P.A.

By: Jane Lincoln
Jane Lincoln
Legal Assistant

DMC
8/24/98

FILED
98 AUG 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SIMMONS INTERIORS GROUP, INC.**

FILED
98 AUG 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SIMMONS INTERIORS GROUP, INC.

The address of the principal office of this corporation shall be 4152 West Blue Heron Boulevard, Suite 106, Riviera Beach, Florida 33404, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 value per share.

ARTICLE IV. REGISTERED AGENT

The street address of this corporation's initial registered office in Florida is 4152 West Blue Heron Boulevard, Suite 106, Riviera Beach, Florida 33404, and the name of its initial registered agent at that address is Lauren R. Simmons.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Lauren R. Simmons Director	4152 West Blue Heron Boulevard Suite 106 Riviera Beach, Florida 33404
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ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

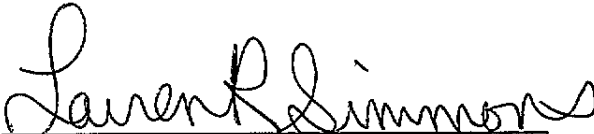
Lauren R. Simmons Pres./Sec./V.Pres	4152 West Blue Heron Boulevard Suite 106 Riviera Beach, Florida 33404
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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Lauren R. Simmons	4152 West Blue Heron Boulevard Suite 106 Riviera Beach, Florida 33404

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set
her hand and seal on this 19th day of August, 1998.


LAUREN R. SIMMONS

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

98 AUG 21 AM 8:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to 48.091(1) and 607.034, Florida
Statutes:

Lauren R. Simmons, desiring to organize under the laws of the State of
Florida, being in the County of Palm Beach at 4152 West Blue Heron Boulevard,
Suite 106, Riviera Beach, Florida 33404 has named Lauren R. Simmons, located
at that same address, as its initial registered agent to accept service of process
within this State.

ACKNOWLEDGMENT:

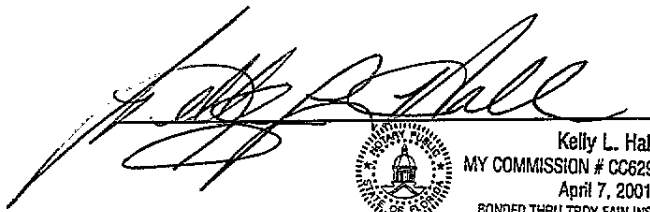
Having been named to accept service of process for the above stated
corporation, at the initial registered office of the Corporation of this State, I hereby
accept to act in this capacity and agree to comply with the provisions of said
statute relative to keeping the registered office of the corporation open from 10:00
a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to
post therein a sign designating the name of the corporation and the name of its
registered agent.

Date: 8/19/98


Lauren R. Simmons

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this
19 day of AUGUST, 1998, by Lauren R. Simmons. She is personally
known to me or has produced a driver's license as identification and
did/did not take an oath.





Kelly L. Hall
MY COMMISSION # CC629375 EXPIRES
April 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.