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JEFFREY A. BERNSTEIN
DAVID S. BERGER

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July 19, 1999

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

300002935913--7
-07/20/99--01029--017
****122.50 *****78.75

Re: Strongbow Sleepworks, Inc.

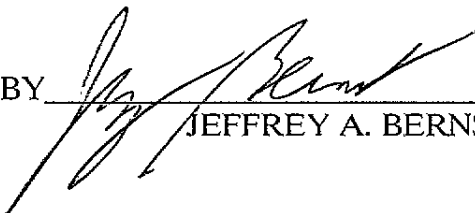
Dear Sir or Madam:

Enclosed you will please find the original and one copy of the Articles of Incorporation of Strongbow Sleepworks, Inc. and my check in the amount of \$122.50. Please file these articles of incorporation and provide a conformed copy to this office using the enclosed self-addressed FedEx air waybill.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY 
JEFFREY A. BERNSTEIN, ESQ.

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99 JUL 20 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is STRONGBOW SLEEPWORKS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into any and all aspects of the bedding business, or any other lawful purpose. It shall have every corporate power granted by the Florida Legislature.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, \$1.00 par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The address of the principal office and the mailing address of the corporation are as follows:

100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

ARTICLE VI

The street address of the initial registered office of this corporation is:

100 N. Biscayne Boulevard
Suite 2608
Miami, Florida 33132

and the name of the initial registered agent of this corporation at that address is Jeffrey A. Bernstein.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and the address of the initial Director of this corporation is:

Raj Gokal
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

ARTICLE VIII

The name and address of the person signing these Articles is:

Jeffrey A. Bernstein
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

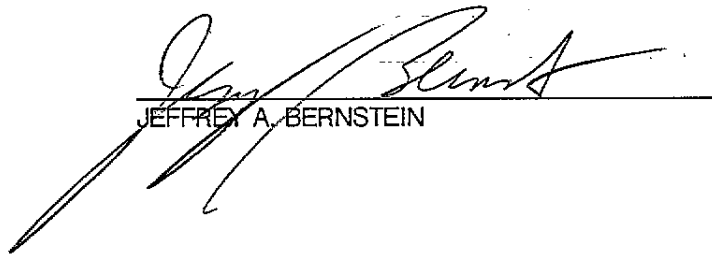
ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE X

This corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
19th day of July, 1999.

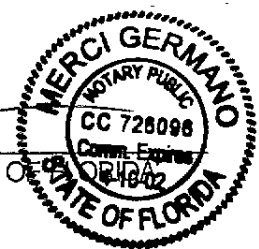

JEFFREY A. BERNSTEIN

STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared JEFFREY A. BERNSTEIN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of July, 1999.


NOTARY PUBLIC, STATE OF FLORIDA



MY COMMISSION EXPIRES:

FILED
99 JUL 20 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First--That STRONGBOW SLEEPWORKS, INC. 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, County of Dade, State of Florida, has named Jeffrey A. Bernstein located at 100 N. Biscayne Blvd., Suite 2608, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT