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Division of Corporations

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Florida Department of State

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BASIC AMENDMENT

STEWART'S SLEEP CENTER, INC.

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Amendment
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DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
STEWART'S SLEEP CENTER, INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: STEWART'S SLEEP CENTER, INC. (the "Corporation").

2. Amendment. Article III of this Corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"ARTICLE III. CAPITAL STOCK

This Corporation shall be authorized to issue 10,000 shares of one cent (\$.01) par value common stock."

3. Amendment. Article VI of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after Amendment, as follows:

"ARTICLE VI. DIRECTORS

The number of directors of the Corporation shall be determined in a manner provided in the Bylaws but shall never be less than one."

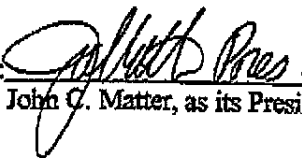
4. Adoption. The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the Corporation, on September 9, 1999, pursuant to Section 607.1003, Florida Statutes.

5. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

5. Voting. The Amendment has been approved by all the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 9th day of September, 1999.

STEWART'S SLEEP CENTER, INC.

By: 

John C. Matter, as its President