

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 845365 (6)
1. Corporation Name
SIMMONS U.S.A. COMPANY



Principal Place of Business
1 CONCOURSE PKW
600
ATLANTA GA 30328
US

Mailing Address
1 CONCOURSE PKW
600
ATLANTA GA 30328
US

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		02/27/1980	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		06-1007444	
24 Country		29 Country		5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM INC 1201 HAYNES ST SUITE 105 TALLAHASSEE FL 32301				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL 85 Zip Code			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD		<input type="checkbox"/> DELETE	1.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ZENON, NIE			1.2 NAME			
STREET ADDRESS	1 CONCOURSE PKW SUITE 600			1.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			1.4 CITY-ST-ZIP			
TITLE	VP		<input type="checkbox"/> DELETE	2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	UIGNY, JOE			2.2 NAME			
STREET ADDRESS	1 CONCOURSE PKW SUITE 600			2.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			2.4 CITY-ST-ZIP			
TITLE	ASVP		<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BARTON, R.K.			3.2 NAME			
STREET ADDRESS	1 CONCOURSE PKW SUITE 600			3.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			3.4 CITY-ST-ZIP			
TITLE	TV		<input type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	FRANKLIN, R.W.			4.2 NAME			
STREET ADDRESS	1 CONCOURSE PKW STE 600			4.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			4.4 CITY-ST-ZIP			
TITLE	CFO		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DAKER, JON			5.2 NAME			
STREET ADDRESS	1 CONCOURSE PKWY			5.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			5.4 CITY-ST-ZIP			
TITLE	VP		<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	PASSAGLIA, MARTIN P			6.2 NAME			
STREET ADDRESS	1 CONCOURSE PKWY			6.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			6.4 CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)