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F02000001203

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tempur-Pedic, Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

400004701744--3
-12/03/01--01032--011
*****87.50 *****87.50

Please return all correspondence concerning this matter to the following:

Cathy Kennedy (Name of Person) W01-27650
Tempur world, Inc. (Firm/Company) 400004701744--3
-02/06/02--01011--005
***3965.00 ***3965.00
1713 Jaggie Fox way (Address)
Lexington, KY 40511 (City/State and Zip code)

For further information concerning this matter, please call:

Cathy Kennedy (Name of Person) at (859) 514-4806 (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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02 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy
- mt*
3/8



Department of State

Memorandum Office of the General Counsel

5555-1

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 28, 2002

RE: Tempur-Pedic, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1995 of \$965.00 and foreign non-qualified penalties for the same period of \$500.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

02 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

CATHY KENNEDY
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

SUBJECT: TEMPUR-PEDIC, INC.
Ref. Number: W01000027650

We have received your document for TEMPUR-PEDIC, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$6965.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays

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STATE
FLORIDA

Document Specialist

Letter Number: 501A00064217

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02 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2002

CATHY KENNEDY
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

SUBJECT: TEMPUR-PEDIC, INC.
Ref. Number: W01000027650

We have received your document for TEMPUR-PEDIC, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 402A00007277

02 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Tempur-Pedic, Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Kentucky 3. 61-1187378
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/01/1990 5. "perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 30, 1995
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1713 Jaggie Fox way
(Principal office address)

Lexington, KY 40511
(Current mailing address)

8. wholesale distributor of Swedish Sleep Systems
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Susan J. Metzger
Assistant Secretary

Susan J. Metzger
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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02 MAR -8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert B. Trussell, Jr.

Address: 248 Holiday Rd.

Lexington, KY 40502

Director: Jeffery P. Heath

Address: 551 Ginger Mill Rd.

Lexington, KY 40513

B. OFFICERS

President: Robert B. Trussell, Jr.

Address: 248 Holiday Rd.

Lexington, KY 40513

Vice President: Joel F. Guerin

Address: 118 Stourbridge Rd.

Versailles, KY 40383

Secretary: Jeffrey P. Heath

Address: 551 Ginger Mill Rd. Lexington, KY 40513

Treasurer: _____

Address: _____

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REGISTRY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey P. Heath

(Typed or printed name and capacity of person signing application)



John Y. Brown III
Secretary of State

Certificate of Existence

I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

TEMPUR-PEDIC, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is October 1, 1990 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 26th day of February, 2002.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Bthompson/0277912

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA