

FD 20000005609

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

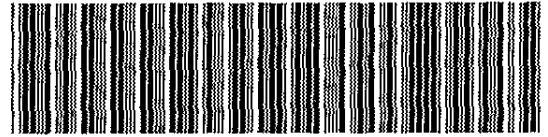
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

AND
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JP
11-08-02



ACCOUNT NO. : 072100000032

REFERENCE : 810639 4338256

AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$70.00

ORDER DATE : November 6, 2002

ORDER TIME : 10:30 AM

ORDER NO. : 810639-005

CUSTOMER NO: 4338256

CUSTOMER: Ms. Melissa Piliere
Kirkland & Ellis
153 East 53rd Street
39th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: MATTRESS FIRM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 08 2002 8 16 PM

APPROVED
AND
FILED

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. Mattress Firm, Inc.
(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. Delaware (State or country under the law of which it is incorporated)
3. 76-0596008 (FEI number, if applicable)

4. 10/8/02 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 5815 Gulf Freeway, Houston, TX 77023
(Principal office address)

Same as above
(Current mailing address)

8. Mattress Retailer
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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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.

Corporation Service Company

Ann R. Hilling
(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:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Jim Black, Secretary
(Typed or printed name and capacity of person signing application)

<u>DIRECTOR</u>	<u>ADDRESS</u>
Rodger R. Krouse	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486
Marc J. Leder	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486
Clarence E. Terry	Mattress Firm, Inc. 5815 Gulf Freeway Houston, TX 77023
David J. Pleban	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486
Gary Fazio	Mattress Firm, Inc. 5815 Gulf Freeway Houston, TX 77023

<u>OFFICER</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Gary Fazio	Mattress Firm, Inc. 5815 Gulf Freeway Houston, TX 77023	President
Jim Black	Mattress Firm, Inc. 5815 Gulf Freeway Houston, TX 77023	Secretary
Marc J. Leder	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
Rodger K. Krouse	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
Clarence E. Terry	Mattress Firm, Inc. 5815 Gulf Freeway Houston, TX 77023	Vice President
Michael Kalb	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
Jason Neimark	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
M. Steven Liff	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
Kevin Calhoun	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President

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David Kreilein	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
David J. Pleban	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President
C. Deryl Couch	Sun Capital Partners 5200 Town Center Circle Boca Raton, FL 33486	Vice President and Secretary

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TALLAHASSEE, FLORIDA

Delaware

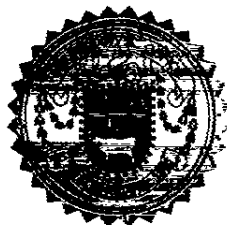
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATTRESS FIRM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MATTRESS FIRM, INC." WAS INCORPORATED ON THE EIGHTH DAY OF OCTOBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3577556 8300

AUTHENTICATION: 2075153

020685572

DATE: 11-06-02