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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

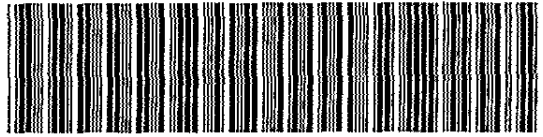
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 OCT -3 AM 11:54

FILED



Hickory Springs
Manufacturing Company

Blake W. Trimble
General Counsel

October 2, 2003

Via UPS Overnight

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

Re: Application By Foreign Corporation For
Authorization To Transact Business

03 OCT - 3 AM 11:54
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed is an application to transact business as a foreign corporation in Florida for Hickory Springs Manufacturing Company, which has been executed by CT Corporation System as registered agent and David C. Stimmel for Hickory Springs Manufacturing Company. Also enclosed is a certificate of good standing for Hickory Springs Manufacturing Company from the North Carolina Secretary of State and a check for \$78.75, the filing fee.

Please send documentation to my attention in the enclosed envelope.

Thank you.

Very truly yours,

Blake W. Trimble
General Counsel

BWT:pp

Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hickory Springs Manufacturing Company
(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.

Please return all correspondence concerning this matter to the following:

Blake W. Trimble, General Counsel
(Name of Person)

Hickory Springs Manufacturing Company
(Firm/Company)

235 2nd Avenue, N.W.
(Address)

Hickory, NC 28601
(City/State and Zip code)

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 SECRETARY
 TALLAHASSEE FLORIDA

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For further information concerning this matter, please call:

Blake W. Trimble at (828) 328-2201, extension 3340
(Name of Person) (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

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

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. Hickory Springs Manufacturing Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina 3. #56-04-94395
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 3, 1946 5. Perpetual
(Date of incorporation) (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. 235 2nd Avenue, NW, Hickory, North Carolina 28601
(Principal office address)

235 2nd Avenue, NW, Hickory, North Carolina 28601
(Current mailing address)

8. Engage in any lawful act or activity for which a corporation may be engaged in.
(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: CT Corporation System

Office Address: 1200 S. 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.


(Registered agent's signature)

Allan Farnell, Assistant Vice
President

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:

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
OCT -3 AM 11:58
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A. DIRECTORS

Chairman: See attached addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

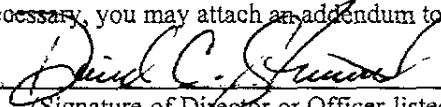
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF FLORIDA
TALLAHASSEE FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. David C. Stimmel, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

A. Directors

P. C. Underdown, Jr.	Chairman of the Board
P. C. Underdown, III	
David F. Underdown	
B. W. Bush	
James F. Bush	
R. R. Simmons	
J. Donald Coleman	

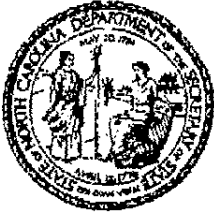
B. Officers

P. C. Underdown, Jr.	Chairman of the Board
J. Donald Coleman	President, Chief Executive Officer; Chief Operating Officer
David C. Stimmel	Vice President; Chief Financial Officer
David F. Underdown	Secretary
C. Hampton Queen	Assistant Treasurer
Craig D. Valentine	Vice President, Administration
Hunter Lee Lunsford, III	Senior Vice President, Operations
James J. Bush	Vice President, Bedding Division
Wilber E. Mann, III	Vice President, Eastern Division

Address for all Directors and Officers:

Hickory Springs Manufacturing Company
235 2nd Avenue, N.W.
Hickory, NC 28601

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SECOND JUDGE OF PROBATE
TALLAHASSEE, FLORIDA



State of North Carolina

Department of The Secretary of State

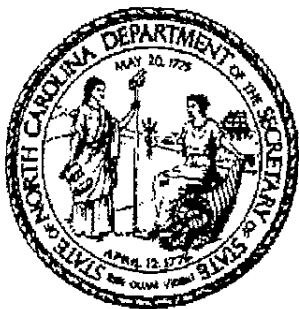
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

HICKORY SPRINGS MANUFACTURING COMPANY

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 3rd day of October, 1946, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State, if applicable; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 22nd day of September, 2003.

Elaine F. Marshall

Secretary of State