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Florida Department of State
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DIVISION OF CORPORATIONS

Division of Corporations
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Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

CONSOLIDATED BEDDING, INC.

Certificate of Status	0
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Page Count	05
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J. BRYAN FEB 11 2005

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Consolidated Bedding, Inc.
(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. Delaware 3. 20-1998182
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09-16-2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 500 S. Falkenburg Road, Tampa, FL 33619
(Principal office address)

500 S. Falkenburg Road, Tampa, FL 33619
(Current mailing address)

8. Holding Company
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Rays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company
BY: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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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A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list.

Address: _____

Vice President: _____

Address: _____

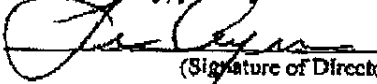
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Les Ayers, President
(Typed or printed name and capacity of person signing application)

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ATTACHMENT TO THE
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
CONSOLIDATED BEDDING, INC.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William L. Ayers, IV	President, Assistant Secretary and Director	500 S. Falkenburg Tampa, FL 33619
Steven Antinori	Executive Vice President of Brand Development and National Accountants and Director	500 S. Falkenburg Tampa, FL 33619
Michael Rakauskas	Chief Financial Officer and Secretary	500 S. Falkenburg Tampa, FL 33619
John Baird	Vice President of Finance and Assistant Secretary	500 S. Falkenburg Tampa, FL 33619
John Black	Director	745 Boylston Street, Suite 203 Boston, MA 02116
Peter Cornetta	Director	855 Boylston Street, 11 th Floor Boston, MA 02116
Sami Mnaymneh	Director	1001 Brickell Bay Drive, 27 th Floor Miami, FL 33131
Anthony Tamer	Director	1001 Brickell Bay Drive, 27 th Floor Miami, FL 33131

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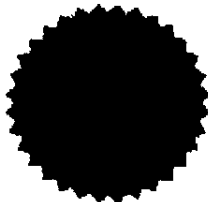
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSOLIDATED BEDDING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONSOLIDATED BEDDING, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3676876

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