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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Southerland, Inc.

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," or "Certificate of Good Standing" 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:

Larry B Smith

Name of Person

Southerland, Inc.

Firm/Company

PO Box 70129

Address

Nashville, TN 37207-0129

City/State and Zip code

bsmith@southerlandsleep.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bryan Smith

Name of Person

at (615) 226-9650

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Southerland, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Southerland Mattress, Inc.

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

2. Tennessee 3. 62-0190550
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-4-1933 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9-30-11
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1973 Southerland Dr. Nashville, TN 37207
(Principal office address)

PO Box 70129 Nashville, TN 37207-0129
(Current mailing address)

8. Mattress Manufacturer in Tennessee, with a nexus in Florida
(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)

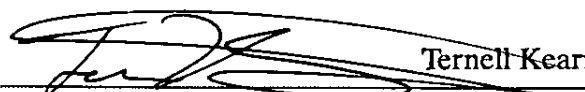
Name: CT Corporation System

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.


Ternell Kearney Asst. Secretary
(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.

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

A. DIRECTORS

Chairman: Paul Bagoon

Address: 1973 Southerland Dr
Nashville, TN 37207

Vice Chairman: Jack Nugent

Address: 1973 Southerland Dr
Nashville, TN 37207

Director: Stephen S Russo

Address: 1973 Southerland Dr
Nashville, TN 37207

Director: Larry B Smith

Address: 1973 Southerland Dr
Nashville, TN 37207

B. OFFICERS

President: Larry B Smith

Address: 1973 Southerland Dr
Nashville, TN 37207

Vice President: _____

Address: _____

Secretary: Stephen S Russo

Address: 1973 Southerland Dr Nashville, TN 37207

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. President/CFO L. BRYAN Smith

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

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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

LARRY B. SMITH
1973 SOUTHERLAND DR
NASHVILLE, TN 37207

March 27, 2012

Request Type: Certificate of Existence/Authorization
Request #: 0062356

Issuance Date: 03/27/2012
Copies Requested: 1

Document Receipt

Receipt #: 692190

Filing Fee: \$22.25

Payment-Credit Card - TennesseeAnytime Online Payment

\$22.25

Regarding: SOUTHERLAND, INC.

Filing Type: Corporation For-Profit - Domestic

Formation/Qualification Date: 02/04/1933

Status: Active

Duration Term: Perpetual

Control #: 29026

Date Formed: 02/04/1933

Formation Locale: DAVIDSON COUNTY

Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

SOUTHERLAND, INC.

* is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;

* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

* has filed the most recent corporation annual report required with this office;

* has appointed a registered agent and registered office in this State;

* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett

Tre Hargett
Secretary of State

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