

F96000004380

August 26, 1996

Barry A. Carpe Jr.
Tel: 202/857-6343
Fax: 202/857-6395
Ref: 17562.007

By Federal Express
Mr. Doug Dickinson
Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25-27

Re: Mattress Discounters Corporation

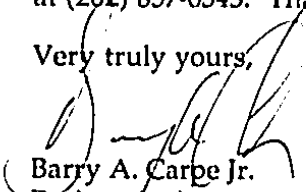
Dear Doug:

As we discussed on Friday, August 23, please have the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida filed as soon as possible. At the time of filing, would you please provide me with one (1) certified copy of the Application. I have enclosed our check in the amount of \$122.50 to cover the (i) \$35.00 filing fee; (ii) \$35.00 registered agent designation fee; and (iii) \$52.50 certified copy fee.

You may return the certified copy to me in the enclosed self-addressed, stamped envelope.

If you have any questions, or should any problems arise, please call me collect at (202) 857-6343. Thanks for your assistance.

Very truly yours,


Barry A. Carpe Jr.
Project Assistant

cc: Carter Strong, Esq.
Beth McCartney

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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. Mattress Discounters Corporation

(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. 3/4/96

(Date of Incorporation)

4. Perpetual

(Duration)

5. 52-1968499

(Federal Employer Identification number, if applicable)

6. Upon filing

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 9822 Fallard Court, Upper Marlboro, Maryland 20772

(Current mailing address)

8. Manufacture and retail sale of mattress and bedding products

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors: See attached list

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers: See attached list

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

Zip Code

11. 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: _____

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jon M. Studner, Executive Vice President

(Name and capacity of person signing application)

**OFFICERS AND DIRECTORS OF
M. PRESS DISCOUNTERS CORPORATION**

OFFICERS:

Title	Name and Address
Chairman of the Board:	Warren S. Teitelbaum 9822 Fallard Court Upper Marlboro, MD 20772
Co-Chief Executive Officer:	Warren S. Teitelbaum 9822 Fallard Court Upper Marlboro, MD 20772
Co-Chief Executive Officer:	Steven Lytell 9822 Fallard Court Upper Marlboro, MD 20772
President:	Steven Lytell 9822 Fallard Court Upper Marlboro, MD 20772
Executive Vice President and Chief Operating Officer:	Jon M. Studner 9822 Fallard Court Upper Marlboro, MD 20772
Executive Vice President of Sales:	Raymond Bojanowski 9822 Fallard Court Upper Marlboro, MD 20772
Vice President of Finance and Chief Financial Officer:	Thomas J. Budsock 9822 Fallard Court Upper Marlboro, MD 20772
Vice President of Advertising:	Richard Branch 9822 Fallard Court Upper Marlboro, MD 20772
Vice President of National Operations:	William Pleasants 9822 Fallard Court Upper Marlboro, MD 20772
Vice President of West Coast Sales:	Steve Bergman 9822 Fallard Court Upper Marlboro, MD 20772
Vice President of Marketing:	Robert Gorney 9822 Fallard Court Upper Marlboro, MD 20772

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Title	Name and Address
Secretary:	Jon M. Studner 9822 Fallard Court Upper Marlboro, MD 20772
Treasurer:	Thomas J. Budsock 9822 Fallard Court Upper Marlboro, MD 20772

DIRECTORS:

Name	Address
Warren S. Tettelbaum	9822 Fallard Court Upper Marlboro, MD 20772
Steven Lytell	9822 Fallard Court Upper Marlboro, MD 20772

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATTRESS DISCOUNTERS CORPORATION" 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 FIRST DAY OF AUGUST, A.D. 1996.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

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