



F96000004380

FILED
2001 NOV 15 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 364675 4338256
AUTHORIZATION : *Patricia P. [Signature]*
COST LIMIT : \$ 35.00

ORDER DATE : November 8, 2001

ORDER TIME : 9:31 AM

ORDER NO. : 364675-035

400004683394--9

CUSTOMER NO: 4338256

CUSTOMER: Laura Jayne Urso, Legal Asst
Kirkland & Ellis
153 East 53rd Street
39th Floor
New York, NY 10022

CHANGE OF AGENT

NAME: MATTRESS DISCOUNTERS
CORPORATION

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DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

C. Coulliette NOV 15 2001

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Mattress Discounters Corporation

2. The mailing address of the corporation : 7922 Fallard Court, Upper Marlboro, MD 20772

3. Date of incorporation/qualification: 8/27/96 Document number: F96000004380

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

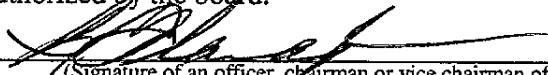
Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

September 28, 2001
(Date)

Bryan Flanagan, Chief Financial Officer
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


(Signature of Registered Agent)

November 14, 2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor
(Typed or Printed Name)

Asst. Vice President
(Capacity)

*** FILING FEE: \$35.00 ***