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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY PREMIUM MATTRESSES, LLC

FILED
04 DEC -6 AM 9:57
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF:
PREMIUM MATTRESSES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be

PREMIUM MATTRESSES, LLC

(Hereinafter, "Company")

ARTICLE II - ADDRESS

The principal place of business and the mailing address of the Company in Florida shall be

1120 NW 165th Street
Miami, FL 33169

ARTICLE III - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV - DURATION

Subject to the provisions of Article IX, the company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company

ARTICLE V - PURPOSES AND POWERS

The Company may engage in any activity or business permitted under the laws of the United States and of this state. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company is 1120 NW 165th Street - Miami, FL 33169 and the name of the initial registered agent of the Company at that address Luiz Eduardo Q. Cantisano.

ARTICLE VII - MANAGEMENT

The Manager of the Company shall be:

NAME	ADDRESS
Luiz Eduardo Q. Cantisano Operating Manager	Rua Jornalista Henrique Cordeiro, 70 Bloco 1 Apt 508 - Barra da tijuca Rio de Janeiro, RJ - Brazil CEP 22631-450

ARTICLE VIII - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

NAME	ADDRESS
Luiz Eduardo Q. Cantisano Member	Rua Jornalista Henrique Cordeiro, 70 Bloco 1 Apt 508 - Barra da tijuca Rio de Janeiro, RJ - Brazil CEP 22631-450
Luiz Eduardo B. da Gama Member	Rua Sidoneo Dias Correa, 400 Cob. 303 - Barra da Tijuca Rio de Janeiro, RJ - Brazil CEP 22621-070
Vereda International Investments Ltd. Member	Marcy Building, Purcell Estate P.O. Box 2416, Road Town Tortola, British Virgin Islands

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ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE X - ALLOCATION OF PROFITS AND LOSSES AND DISTRIBUTIONS

Allocation of profits and losses and distributions shall be made in the following percentages:

<u>NAME</u>	<u>PERCENTAGES</u>
Luiz Eduardo Q. Cantisano Member	25%
Luiz Eduardo B. da Gama Member	25%
Vereda International Investments Ltd. Member	50%

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ARTICLE XI - VOTING

All members of the company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

<u>NAME</u>	<u>PERCENTAGES</u>
Luiz Eduardo Q. Cantisano Member	25%
Luiz Eduardo B. da Gama Member	25%
Vereda International Investments Ltd. Member	50%

[Handwritten signatures]



ARTICLE XII - ADMISSION OF NEW MEMBERS

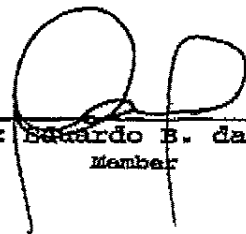
No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

IN WITNESS WHEREOF, the undersigned being the member(s) of the Company, have made and subscribed the Articles of Organization and set forth and hereunto set our hands and seals this 22 November 2004.


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Luiz Eduardo Q. Cantisano
Member



Luiz Eduardo B. da Gama
Member



Vereda International Investments Ltd.
Member



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the Company is:

PREMIUM MATTRESSES, LLC

2. The name and address of the registered agent and office is:

Luiz Eduardo Q. Cantisano
 Operating Manager

1120 NW 165th Street
 Address

Miami, FL 33169
 City - state - Zip

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Luiz Eduardo Q. Cantisano
 (Signature)

11/22/2004
 (Date)

[Handwritten mark]

DIVISION OF CORPORATIONS
 P.O. BOX 5327, TALLAHASSEE, FL 32314

