

**Mattress Giant®**  
**DISCOUNT SLEEP SUPERSTORES**

L69944

July 28, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

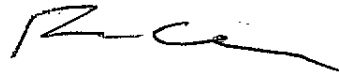
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Sunrise Mattress Giant – Document # L69944**

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for Sunrise Mattress Corporation. If you have any comments or questions, I can be reached at the number below.

Very truly yours,



Ron H. Dekelbaum  
General Counsel

RHD/tsw  
Enclosures  
cc: Mr. Phil Lang



**CORPORATE HEADQUARTERS**

14665 Midway Rd., Suite 100 • Addison, TX 75001  
(972) 392-2202 • (972) 392-7308 Fax  
[www.mattressgiant.com](http://www.mattressgiant.com)

Dissolution  
LFT

8-10-99

FILED  
99 AUG -9 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
90 AUG -2 PM 1:07  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 2, 1999

Ron H. Dekelbaum, General Counsel  
Mattress Giant  
14665 Midway Rd., Suite 100  
Addison, TX 75001

SUBJECT: SUNRISE MATTRESS CORP.  
Ref. Number: L69944

We have received your document for SUNRISE MATTRESS CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The subject corporation was administratively dissolved on October 16, 1998 for failure to file the 1998 corporation annual report. If you stil want to file the articles of dissolution, please return the document along with the filing fee of \$35.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 699A00039100

**ARTICLES OF DISSOLUTION  
BY DIRECTORS AND SHAREHOLDERS  
OF  
SUNRISE MATTRESS CORP.**

**FILED**  
**99 AUG -9 AM 7:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Department of State  
State of Florida

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is Sunrise Mattress Corp.
2. The date the dissolution was authorized was July 12, 1999.
3. The number of votes cast for the aforesaid proposal to dissolve the corporation was sufficient for the approval thereof by the shareholders entitled to vote on the proposal to dissolve the corporation.
4. The action to dissolve the corporation was taken by written consent of the shareholders entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed this the 12 day of July, 1999.

**SUNRISE MATTRESS CORP., a Florida Corporation**

By: Phil Lang  
Phil Lang, President

**CONSENT OF THE SOLE SHAREHOLDER  
AND SOLE DIRECTOR  
OF  
SUNRISE MATTRESS CORP.**

The undersigned, constituting the sole shareholder and sole director of Sunrise Mattress Corp., a Florida corporation (the "Corporation"), hereby consents and agrees, pursuant to Section 607.0704 of the Florida Business Corporation Act, to the adoption of the following resolutions in lieu of a special meeting.

**WHEREAS**, the sole shareholder and sole director has determined it to be in the best interest of the Corporation to dissolve the Corporation at this time and to enter into those certain Articles of Dissolution by Directors and Shareholders of the Corporation thereafter filing same with the Secretary of State of Florida; and,

**NOW THEREFORE, BE IT RESOLVED**, that the Corporation is hereby authorized, empowered and directed to enter into the Articles of Dissolution and all related documents for the purposes as set forth herein and to file the Articles of Dissolution with the Secretary of state of Florida thereafter.

**FURTHER RESOLVED**, that the officers of the Corporation be, ad the same, hereby are, authorized, empowered and directed on behalf of the Corporation to execute and deliver the Articles of Dissolution and all other documents, instruments and other agreements contemplated by these resolutions. All acts and deeds of the officers of the Corporation which are consistent with the purposes and interests of these resolutions be, and the same hereby are, in all respects, ratified, approved and adopted as the acts and deeds of the Corporation.

**EXECUTED**, effective as of July 12, 1999.

  
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Phil Lang, Sole Shareholder and Sole Director