



MO20000000733

ACCOUNT NO. : 072100000032

REFERENCE : 479055 4301771

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 125.00

ORDER DATE : March 18, 2002

ORDER TIME : 2:26 PM

ORDER NO. : 479055-025

CUSTOMER NO: 4301771

CUSTOMER: Nicole A. Plumail, Legal Asst
Paul Weiss Rifkind Wharton &
1285 Avenue Of The Americas
24th Floor
New York, NY 10019-6064

400005137514--1

FOREIGN FILINGS

NAME: FOAMEX CARPET CUSHION LLC

XXXX QUALIFICATION (TYPE: LL)

MO2-7854

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

02 MAR 20 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CONTACT PERSON: *Jeannine Reynolds* -- EXT# 1133

EXAMINER: *JG*

RECEIVED
02 MAR 20 PM 3:24

20123



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

CSC
JEANINE REYNOLDS

SUBJECT: FOAMEX CARPET CUSHION LLC
Ref. Number: W02000007854

We have received your document for FOAMEX CARPET CUSHION LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00016855

02 MAR 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Foamex Carpet Cushion LLC
(Name of foreign limited liability company)
2. Delaware 3. 020562280
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 15, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1000 Columbia Avenue, Linwood, Pennsylvania 19061-3997
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

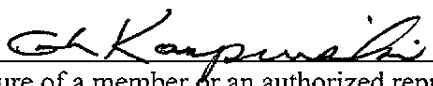
9. The name and usual business addresses of the managing members or managers are as follows:

George L. Karpinski: 1000 Columbia Avenue, Linwood, Pennsylvania 19061-3997
Marshall S. Cogan: 1000 Columbia Avenue, Linwood, Pennsylvania 19051-3997
Peter W. Johnson: 1000 Columbia Avenue, Linwood, Pennsylvania 19501-3997

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Engage in any lawful activity for a limited liability company


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

George L. Karpinski

Vice President
Typed or printed name of signee

02 MAR 20 PM 3:00
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Foamex Carpet Cushion LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability 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 as provided for in Chapter 608, F.S.


Brian Courtney
Asst. V. Pres.

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

02 MAR 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
AND
APPROVED

Delaware

PAGE 1

The First State

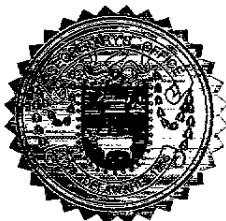
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOAMEX CARPET CUSHION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

02 MAR 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2858571 8300

AUTHENTICATION: 1674881

020180813

DATE: 03-19-02