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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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LS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Spring Air IP Holding, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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

**IN COMPLIANCE WITH SECTION 608.501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:**

1. Spring Air IP Holding, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(EIN number, if applicable)
4. June 6, 2007
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 500 South Falkenburg Road, Tampa, Florida 33619

(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:

Consolidated Bedding, Inc., 500 South Falkenburg Road, Tampa, Florida 33619

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: The transaction of any or all lawful business for which Limited Liability Companies may be organized under the Delaware Limited Liability Company Act and as permitted by the Florida Limited Liability Company Act.

Ronald Luepaw
Signature of a manager 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.)

Ronald Luepaw, Vice President of Consolidated Bedding, Inc., Manager

Typed or printed name of signer

FL-27 (REV. 07-01) 07-01-07

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**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:

Spring Air IP Holding, LLC

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

C.T. Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

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, Florida Statutes.

By:

Kristine Heiberger
(Signature)

**Kristine Heiberger
Assistant Secretary**

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

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Delaware

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The First State

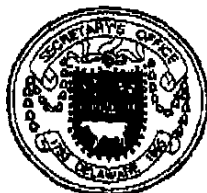
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRING AIR IP HOLDING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JUNE, A.D. 2007.

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

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5769425

DATE: 06-18-07