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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

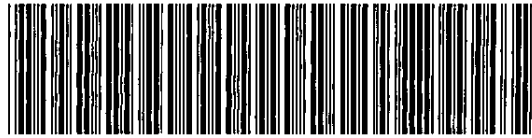
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/21/09--01030--007 **130.00

FILED
09 AUG 21 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA



August 20, 2009

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Registration Application for Sleepy's, LLC

Dear Sir/Madam:

Enclosed please find a completed Cover Letter, an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, and a Certificate of Designation of Registered Agent/Registered Office for Sleepy's, LLC, along with the Written Consent of the Sole Manager, the Certificate of Good Standing and a check in the amount of \$130.00 to process the application.

Please do not hesitate to contact me at (516) 501-7889 if you have any questions regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Marialana M. Morvillo".

Marialana M. Morvillo
Associate General Counsel

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sleepy's, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Marialana M. Morvillo, Esq.
Name of Person

Sleepy's, LLC
Firm/Company

175 Central Avenue South
Address

Bethpage, New York 11714
City/State and Zip Code

mmorvillo@sleepys.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marialana M. Morvillo, Esq. at (516) 501-7889
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

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

1. Sleepy's, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 2, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 175 Central Avenue South, Bethpage, New York 11714 (Principal Address)
1580 Northwest 27th Avenue, Pompano Beach, Florida 33069 (Florida Address)
(Street Address of Principal Office)

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TALLAHASSEE FLORIDA

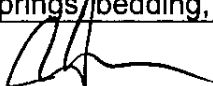
8. If limited liability company is a manager-managed company, check here

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

Harry Acker, 175 Central Avenue South, Bethpage, New York 11714

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 retail sale of
mattresses, box springs/bedding, furniture and other lawful purposes


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.)

David Acker

Typed or printed name of signee

**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:

Sleepy's, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

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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 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.

Corporation Service Company
Mulu Allen, Assistant Secretary
(Signature)

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

**WRITTEN CONSENT
OF SOLE MANAGER
OF
SLEEPY'S, LLC**

Pursuant to the Delaware Limited Liability Company Act

The undersigned, being the sole manager of Sleepy's, LLC, a Delaware limited liability company (the "Company"), does hereby consent to and adopt the following resolution:

RESOLVED, that the following persons be, and they hereby are, elected to the offices set forth beside their names below, to serve in said capacities in accordance with the authority granted to the sole manager of the Company pursuant to the Company's Operating Agreement, and until their respective successors are elected and qualified:

David Acker	President
Adam Blank	Executive Vice President – General Counsel
Joseph Graci	Chief Financial Officer

This Consent has been executed as of the 2nd day of April, 2007.


Harry Acker

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SLEEPY'S, 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 AUGUST, A.D. 2009.



4327760 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7483498

DATE: 08-19-09