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(Requestor's Name)

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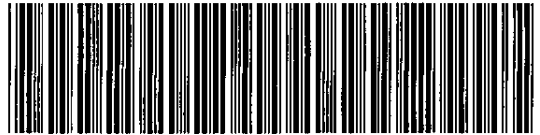
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. CLINE
SEP 10 2009
EXAMINER



September 8, 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 Holdings, 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 Certificate of Designation of Registered Agent/Registered Office for Sleepy's Holdings, 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,

Marialana M. Morvillo
Marialana M. Morvillo
Associate General Counsel

Enclosures

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sleepy's Holdings, 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

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TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Sleepy's Holdings, 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. March 29, 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)

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

David Acker
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 Holding, 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

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
Paula S. Collins, 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) |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN CONSENT
OF THE MANAGER
AND MEMBERS
OF
SLEEPY'S HOLDINGS, LLC**

The undersigned, being the sole Manager and Class A Members of Sleepy's Holdings, LLC ("Holdings"), a Delaware limited liability company ("Holdings"), do hereby consent to the adoption of the following resolutions, and the taking of any and all actions contemplated therein or hereby, pursuant to the provisions of Section 18-404 of the Delaware Limited Liability Company Law, with the same force and effect as though adopted at a meeting duly called and held.

WHEREAS, the Manager has determined (i) that the amendment of the Operating Agreement (the "Agreement"), to address certain management matters is in the best interests of Holdings and its Members; and (ii) that officers of Holdings shall be appointed.

NOW, THEREFORE BE IT

RESOLVED, that the terms and provisions of the attached Amendment be, and each hereby is, adopted, ratified, confirmed and approved and be it further;

RESOLVED, that the Manager or officers of Holdings be, and each of them hereby singly is, authorized, empowered and directed, to execute and deliver all such further documents, instruments, certificates or agreements, and to take all such further action and to incur and pay all such expenses, as any such officer may approve as necessary, proper, convenient or desirable in order to carry out the amendment and fully to effectuate the purposes and intents thereof; and be it further

RESOLVED, that the following persons shall be appointed to serve as the officer designated below, and to serve in accordance with the terms of the Operating Agreement:

| | |
|-------------|-----------------------------------|
| David Acker | President/Chief Executive Officer |
| Adam Blank | Chief Operating Officer |

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of April 1, 2009.

Sleepy's Holdings, LLC

By Harry Acker, Manager
SINT, Inc.

By David Acker, President

Sleepy's, Inc.

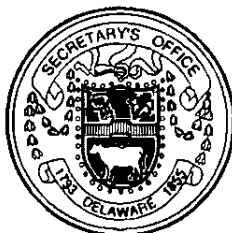
By David Acker, President

Delaware

PAGE 1

The First State


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



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7511211

DATE: 09-03-09