



H. N. RAMCHARITAR INC.

• MONTHLY WRITE-UP • QUARTERLY P/R TAXES • PAYROLL SERVICES **ACCOUNTING & TAX SERVICES** • INDIVIDUAL • SMALL BUSINESS • CORPORATION • PARTNERSHIP

P00000003480

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32314

Dear Ms. M. Milligan:

700003090087--5
-01/06/00--01003--004
*****78.75 *****78.75

Please find enclosed a check for Seventy - Eight dollars and seventy-five cents (\$78.75) .
and the ARTICLES OF INCORPORATION for
SUPERIOR MATTRESS, INC.

These check are for the following:-

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

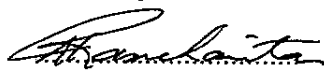
	\$ 78.75
	=====

FILED
2000 JAN -5 AM 8 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPERIOR MATTRESS, INC. Will be a corporation for profit.

I am enclosing a RETURN ADDRESSED FEDERAL EXPRESS AIR BILL, please use to
return the corporation documents. Postage will be paid by receiver.

Sincerely,


Hilton N. Ramcharitar

January 3, 2000

Call Skipped

A. Howell JAN 12 2000

1837 S. State Rd. 7, Ft. Lauderdale, FL. 33317 • Ph: (954) 797-6844 Fax: (954) 797-7603 • Hilton N. Ramcharitar, AA • BBA • ABA - Accountant

W-1794

ARTICLES OF INCORPORATION

OF

SUPERIOR MATTRESS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate to form a corporation under the laws of the State of Florida and hereby does adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is: SUPERIOR MATTRESS, INC.

ARTICLE II.

The initial post office address of the principal office of this corporation in the State of Florida is::

1837 SOUTH STATE ROAD 7
FORT LAUDERDALE, FL. 33317

ARTICLE III.

The maximum number of shares of this corporation shall be Ten Thousand (10,000) shares, said shares having a par value of One Dollar (\$1.00) each, and to be fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by-laws of the corporation as the corporation may, from time to time, make, and all of said shares of stock shall be paid for in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE IV.

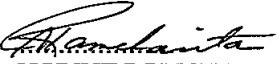
ACKNOWLEDGMENT OF REGISTERED AGENT.

Having been named to accept service of process for the above Corporation, at the place designated on this certificate, I hereby accept this appointment as REGISTERED AGENT of SUPERIOR MATTRESS, INC.

SIGNATURE:


MARK GREENBERG
(REGISTERED AGENT)

DATE: JANUARY 3, 2000


NARINE RAMCHARITAR
Notary Public,
State of Florida.



My Commission Expires: April 18, 2001.

ARTICLE V.

The name and address of the person signing these Articles is:

MARK GREENBERG
2521 NW 95 TERRACE
CORAL SPRINGS, FL. 33065

ARTICLE VI.

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of MATTRESS MANUFACTURING and WHOLESALE Sales and Services, to purchase, lease, rent or otherwise acquire suitable property, and to buy and sell any and all commodities in connection with such operations. To establish franchises or subsidiaries or otherwise expand this business, as may seem fit by the Directors.

This corporation is organized for the purpose of carrying on and conducting any business or businesses and every act of deed pertaining thereto, either directly or indirectly, which can lawfully be done under the laws of the State of Florida, and to such engage in and carry on said business or businesses in Florida or in any other State of the United States of America, Territory or Nation.

ARTICLE VII.

The amount of Capital with which this Corporation will begin business will not be less than: One Thousand Dollars (\$1,000.).

ARTICLE VIII.

The term for which this corporation shall exist shall be perpetual.

ARTICLE IX.

This Corporation shall have THREE Director Initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE X.

The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

VICKRAM V.H. ODITT
7470 W. COMMERCIAL BLVD.
LAUDERHILL FL. 33319

DAWN ODITT
7470 W. COMMERCIAL BLVD.
LAUDERHILL, FL. 33319

MARK GREENBERG
2521 NW 95 TERRACE
CORAL SPRINGS, FL. 33065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI.

The names and addresses of the officers who are to conduct the businesses of this Corporation until those elected at the first election are as follows:

President / Secretary
MARK GREENBERG
2521 NW 95 TERRACE
CORAL SPRINGS, FL 33065

Treasurer:
DAWN ODITT
7470 W. COMMERCIAL BLVD.
LAUDERHILL, FL. 33319

Vice President:
VICKRAM ODITT
7470 W. COMMERCIAL BLVD.
LAUDERHILL, FL. 33319

ARTICLE XII.

The following person has been named by this Corporation to accept service of process within the State of Florida:

MARK GREENBERG
2521 NW 95 TERRACE
CORAL SPRINGS, FL. 33065

ARTICLE XIII.

This Corporation reserves the right to amend or repeal any provisions contained in these "ARTICLES OF INCORPORATION" or any amendments thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER has executed these Articles of Incorporation this 3RD. day of JANUARY, 2000.


MARK GREENBERG
Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 3RD. day of JANUARY 2000, by MARK GREENBERG who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE No. G651-540-43-048-0 as identification and who did take an oath.

WITNESS my hand and official seal.


NARINE RAMCHARITAR
Notary Public, State of Florida.

My Commission Expires: APRIL 18, 2001.

 NOTARY PUBLIC
STATE OF FLORIDA
NARINE RAMCHARITAR
COMMISSION # CC628954
EXPIRES APR 18, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.