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To:

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Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

SUPERIOR MATTRESS, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

SUPERIOR MATTRESS, INC.

FILED
00 APR 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes the undersigned corporation adopts the following articles of amendment to its article of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE -XI- OFFICER(S) DIRECTOR(S)

ADD OFFICER/DIRECTOR(S):

MARK GREENBERG
President 45% Of Shares

2521 NW 95TH TERRACE
CORAL SPRING FL 33065

VICKRAM ODITT
Vice-President 45% Of Shares

7470 W. COMMERCIAL BLVD
LAUDERHILL, FL 33319.

MIRIAM GREENBERG
Secretary 5% of Shares

2521 NW 95TH TERRACE
CORAL SPRING FL 33065.

DAWN ODITT
Treasurer 5% of Shares

7470 W. COMMERCIAL BLVD
LAUDERHILL, FL 33319.

SECOND: The date of adoption of the amendment(s) was: April 20, 2000.

THIRD: Adoption of Amendment [check one]

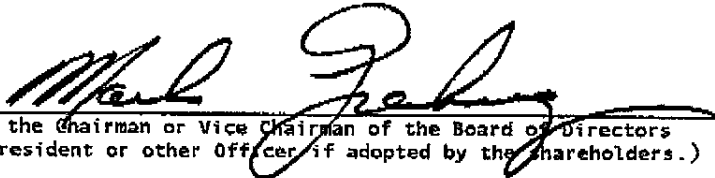
- [X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [] The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
Voting Group.

- [] The amendment(s) was/were adopted by board of directors without shareholder action and shareholder action was not required.
- [] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of April, 2000.

Signature:


(By the Chairman or Vice Chairman of the Board of Directors
President or other Officer if adopted by the shareholders.)

OR

(By a Director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

MARK GREENBERG
Name.
President/Director.
Title