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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4001

From:
Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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FLORIDA PROFIT CORPORATION OR P.A.

Mattress Gallery, Inc.

Certificate of Status	0
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Baker & Hostetler, LLP
200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407) 649-4000

**ARTICLES OF INCORPORATION
OF
MATTRESS GALLERY, INC.**

ARTICLE I

Name and Duration

The name of the Corporation shall be Mattress Gallery, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 11601 S. Orange Blossom Trail, Orlando, Florida 32837.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 11601 S. Orange Blossom Trail, Orlando, Florida, 32837. The name of the registered agent at such address is Lou El Khouri.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lou El Khouri	9037 Shawn Park Place, Orlando, Florida, 32819

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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3. The name and mailing address of the person which shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Lou El Khouri	9037 Shawn Park Place, Orlando, Florida 32819

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

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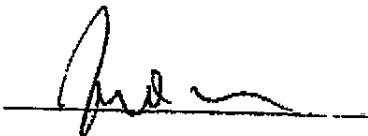
ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 13 day of April, 2000


Lou El Khouri, Incorporator

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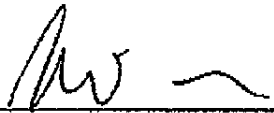
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

Thar Mattress Gallery, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Lou El Khouri, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes



Lou El Khouri

DATED April 13 2000

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