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TALLAHASSEE, FLORIDA

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SWEET DREAMS MATTRESS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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7/7/00

ARTICLES OF INCORPORATION
OF

SWEET DREAMS MATTRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE ONE:

The name of the Corporation shall be:

SWEET DREAMS MATTRESS, INC.

ARTICLE TWO:

This Corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this Corporation shall be:

- a)- ANY AND ALL LEGAL BUSINESS WITHIN THE STATE.
- b)- To manufacture, purchase or otherwise acquire, and to own, Mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c)- To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, Trademarks, and licenses in the State of Florida, and in all others States, districts, territories, Countries or Colonies.
- d)- To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgage, transfer of Corporate property or other instruments to secure the payment of Corporate indebtedness as required.
- e)- To Purchase the Corporate assets of any Corporation

and engage in the same or other character of business.

f)- To acquire by purchase, subscription or otherwise and to receive, hold, own guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of a deal in and with any of the shares of the Capital Stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any Corporation, joint stock companies, syndicates, associations firms, trust, or public or private, or by the government of the United State of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or by any government agency, and as owner thereof, possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or and for the presentation, protection, improvement, and enhancement in value thereof.

ARTICLE THREE:

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be: 900 SHARES AT \$1.00 PAR VALUE OF COMMON STOCK.

All or any part of the capital stock may be paid for either in lawful moneys of the the United State of America, or in other assets transferred to the Corporation, at a true valuation as of the time of the exchange for stock.

ARTICLE FOUR:

The principal office of the Corporation shall be located at:
7878 N.W. 52ND Street
MIAMI, FL. 33166

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE:

This Corporation shall have (2) director(s) initially.
The number of directors may be increased or decreased from time to time

in such manner as may be prescribed by the by-laws, but shall never be less than one (1), not more than five (5).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation and a director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this Corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provide that no person shall be indemnified against, or re reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything contained restricted the right of the Corporation to indemnify or reimburse such person in any proper case ever thought no specifically herein provide for.

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way affected or invalidated by the fact that any of the Directors of the Corporation are pecuniary or otherwise interested in, or are Directors, or Officers, of such other Corporation.

ARTICLE SIX:

The name and post office addresses of the members of the First Boards of Directors and officers who hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows

BOARD OF DIRECTORS

Ibrahim Hernandez

**4770 N.W. 102ND Avenue # 103
MIAMI, FL. 33178**

Martha Sanchez

**4770 N.W. 102nd. Avenue # 103
MIAMI, FL. 33178**

OFFICER

Ibrahim Hernandez
Martha Sanchez

President
Secretary

ARTICLE SEVEN:

The name and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
Ibrahim Hernandez	4770 N.W. 102nd. Avenue # 103 Miami, Florida 33178
Martha Sanchez	4770 N.W. 102nd. Avenue # 103 MIAMI, FL. 33178

ARTICLE EIGHT:

This Corporation shall have full power to carry on and transacted each or all the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE NINE:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the Stock entitled to vote thereon.

ARTICLE TEN:

Upon election of a Board of Directors by Stockholders, such Board of Directors shall manage the business affairs of this Corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provide; any action of such Board of Director may be rescinded or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the Corporation.

By-laws of the Board of Directors. All holders of common stock of this Corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN:

The Register Agent for service of process in the State of Florida and its registered office shall be:

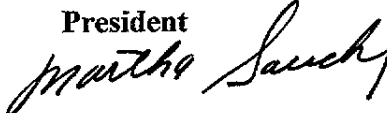
Ibrahim Hernandez
4770 N.W. 102nd. Ave.
MIAMI, FL. 33178

ARTICLE TWELVE:

The shareholders may at their sole discretion, repeal, alter or amend the by-laws of this Corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned Incorporation have hereunto set their hands and affixes their seals on this Thirty day of June 2000.


Ibrahim Hernandez
President


Martha Sanchez
Secretary

00 JUL -7 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named in the foregoing Articles of Incorporation of: **SWEET DREAMS MATTRESS, INC.**
To accept service of process, hereby accepts such designation.

STATE OF FLORIDA)
) SS:
DADE COUNTY)

Ibrahim Hernandez and Martha Sanchez

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at: MIAMI, FLORIDA, This Thirty day of June 2000.

Raul G. L. J. Jr.
 NOTARY PUBLIC
 STATE OF FLORIDA AT LARGE

- 6 -

