

P00000 110567

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600003476876--6
-11/28/00-01025-014
*****78.75 *****78.75

SUBJECT: Mattress Budget Center, Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FILED
00 NOV 27 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Gary D. Sizemore
Name (Printed or typed)
1185 Baskin Drive
Address
Largo, Florida 33778
City, State & Zip
(727) 479-1600
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MATTRESS BUDGET CENTER, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Mattress Budget Center, Incorporated.

ARTICLE II - NATURE OF BUSINESS

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

A. 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; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. 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 franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V- TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 1185 Baskin Drive, Largo, Pinellas County, Florida, 33778. The Shareholders may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Gary D. Sizemore, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Shareholders without an amendment of these Articles.

ARTICLE VII - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Mel Jones, 11025 Spring Street, Largo, Florida, 33774.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE VIII - IDEMNITY OF EMPLOYEES AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was an officer or employee of the Corporation, or any corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, or employee may be entitled apart from the provisions of this Section.

ARTICLE IX - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or decreased stockholder, or any stockholder required to sever financial interest in the Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-laws.

ARTICLE X- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

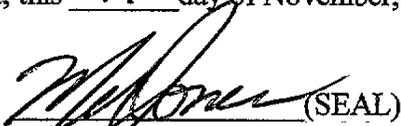
ARTICLE XI - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XII

The initial principle address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the Corporation is 1185 Baskin Drive, Largo, Florida, 33778.

IN WITNESS WHEREOF, the undersigned have hereunto set the hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17 day of November, 2000.

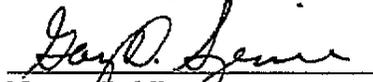


Mel Jones (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

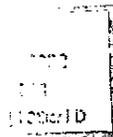
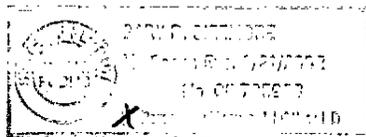
I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State of County above named to take acknowledgments, personally appeared Mel Jones, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 17 day of November, 2000.



Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation 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

Gay P. Linn
Signature/Registered Agent

November 17, 2000
Date

FILED
00 NOV 27 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA