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304 EAST COLONIAL DRIVE

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CARTER A. BRADFORD  
OF COUNSEL

March 21, 2001

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Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500003907425--2  
-03/23/01-01046--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MATTRESS EXPRESS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation for filing with your office. Also enclosed is our check in the amount of \$78.75 covering the \$35.00 filing fee, \$35.00 for designation of registered agent and \$8.75 for a Certificate of Status. Please return the Certificate of Status to us in the enclosed self-addressed, stamped envelope.

Cordially yours,



Carter A. Bradford

CAB:jrp

Enclosures

Articles of Incorporation  
Check - \$78.75

FILED  
01 MAR 23 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C B 3-28

ARTICLES OF INCORPORATION

FILED

OF

01 MAR 23 AM 11:05

MATTRESS EXPRESS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **MATTRESS EXPRESS, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

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

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

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

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the sales of the capital stock of, or any bonds, securities or other evidences 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.

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 One Thousand (1,000) shares of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1356 Bennett Drive, Longwood, Florida 32750, and the name of the initial registered agent of this corporation at that address is JAMES D. SAUNDERS.

ARTICLE V

INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

ARTICLE VI

SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation are as follows: JAMES D. SAUNDERS, 1356 Bennett Drive, Longwood, Florida 32750.

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address to this Corporation shall be: 1356 Bennett Drive, Longwood, Florida 32750.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the execution and acknowledgment of these Articles of Incorporation.

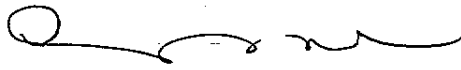
IN WITNESS WHEREOF, I, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein

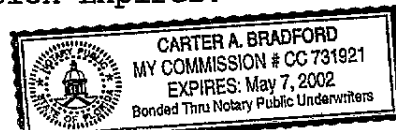
stated are true and hereunto set my hand and seal this 21st day of March, 2001.

  
JAMES D. SAUNDERS

STATE OF FLORIDA  
COUNTY OF ORANGE

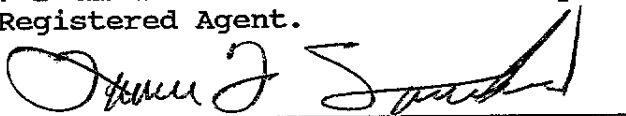
The foregoing instrument was acknowledged before me, this 21st day of March, 2001 by JAMES D. SAUNDERS, who is personally known to me or who ( ) has produced N/A and N/A as identification.

  
\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



ACCEPTANCE OF REGISTERED AGENT

Having been named in Article IV as Registered Agent to accept service of process for this Corporation at the place designated in Article IV, 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.

  
\_\_\_\_\_  
JAMES D. SAUNDERS

Dated: March 21, 2001.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA