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LUCIO, BRONSTEIN, GARBETT, STIPHANY & ALLEN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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April 17, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800004044858--3
-04/23/01--01140--019
*****78.75 *****78.75

RE: ALLIANCE BEDDING CORPORATION

Dear Sir or Madam:

We are enclosing the Articles of Incorporation of Alliance Bedding Corporation together with a check in the sum of \$78.75 payable to Florida Department of State to cover your filing fee. Please return the enclosed copy of the articles stamped with the filing date and number. Thank you for your assistance in this matter.

Very truly yours,

LUCIO BRONSTEIN, ET AL.

George Befeler
GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

GB:sr

Enclosures

Forms/FL.DeptofState.corp

2001 APR 23 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/25/01

ARTICLES OF INCORPORATION
OF
ALLIANCE BEDDING CORPORATION

FILED
2001 APR 23 PM 1:34
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is **ALLIANCE BEDDING CORPORATION**.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is **ONE HUNDRED (100) SHARES** of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successor are elected and qualified are:

**Thomas C. Hart
10100 Southwest 143rd Street
Miami, Florida 33176**

**Candace J. Hart
10100 Southwest 143rd Street
Miami, Florida 33176**

SEVENTH: The name and address of the incorporator is:

**George Befeler, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130**

EIGHTH: The name and address of the initial registered agent and the initial registered office are:

**George Befeler, Esq.
80 Southwest 8th Street, Suite 3100
Miami, Florida 33130**

NINTH: The principal office of the corporation is:

10100 Southwest 143rd Street
Miami, Florida 331761

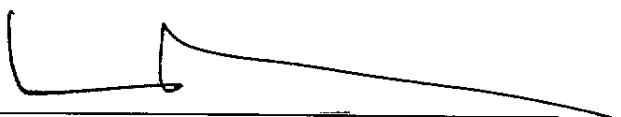
FILED
2001 APR 23 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATED: April 2, 2001


GEORGE BEFELER, ESQ.
Incorporator

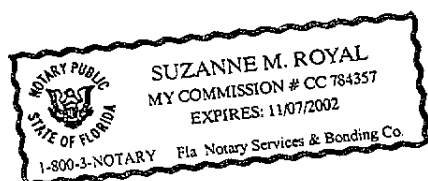
ACCEPTANCE OF REGISTERED AGENT

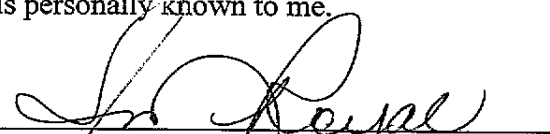
I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


GEORGE BEFELER, ESQ.
Initial Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 2nd day of April, 2001, by GEORGE BEFELER who did take an oath and who is personally known to me.




Notary Public, State of Florida at Large
My Commission Expires: