

CAPITAL CONNECTION, INC.

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PO1000045303

GOOD MORNING MATTRESS
CENTER, INC.

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*****70.00 *****70.00

X

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
MAY - 7 AM 10:45
TALLAHASSEE, FLORIDA

RECEIVED
MAY - 7 AM 9:50
DIVISION OF CORPORATION

J. BRYAN MAY - 7 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
GOOD MORNING MATTRESS CENTER, INC.

FILED
01 MAY -7 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be GOOD MORNING MATTRESS CENTER, INC. The mailing address and the street address of the initial principal office of this corporation is 2868 Whisper Bay Blvd., Gulf Breeze, FL 32561.

ARTICLE II

The corporation shall have perpetual existence, beginning on the date of filing these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and engage in a retail business.
- (b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.
- (c) To do all and everything necessary or proper for the accomplishment of the

objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of voting common stock, and two thousand (2,000) shares of non-voting common stock. Each share, whether voting common or non-voting common, shall have a par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

The street address of the corporation's initial registered office is 125 W. Romana Street, Suite 800, Pensacola, FL 32501. The name of the corporation's initial registered agent at that office is Gary W. Huston.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine.

ARTICLE VIII

The name and address of the incorporator is Gary W. Huston, 125 W. Romana Street, Suite 800, Pensacola, FL 32501.

ARTICLE IX

These Articles of Incorporation may be amended in accordance with procedures and requirements set forth in the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

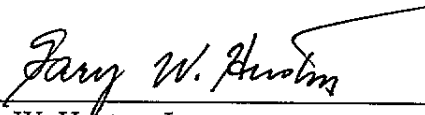
ARTICLE XI

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on May 4, 2001.



Gary W. Huston, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

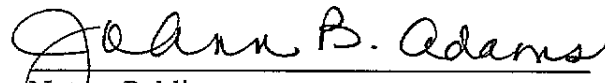
The foregoing instrument was acknowledged before me this 4th day of May, 2001, by Gary W. Huston, who did not take an oath and who:

✓ is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.

(Notary Seal Must Be Affixed)



JO ANN B. ADAMS
"Notary Public - State of FL"
My Commission Expires Nov. 25, 2001
CC674524



Notary Public
Jo Ann B. Adams
Name of Notary Printed
My Commission Expires: _____
Commission Number: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501(3), Florida Statutes, the following is submitted: That
GOOD MORNING MATTRESS CENTER, INC., desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at 2868 Whisper Bay Blvd., Gulf Breeze,
FL 32561, has named Gary W. Huston, a resident of Santa Rosa County, Florida, whose business
street address is 125 W. Romana Street, Suite 800, Pensacola, FL 32501, as its agent to accept
service of process within Florida.

GOOD MORNING MATTRESS
CENTER, INC.

By: *Gary W. Huston*
Gary W. Huston, Incorporator

ACCEPTANCE

Having been named 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 such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree
to comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Gary W. Huston
Gary W. Huston, Registered Agent

FILED
01 MAY -7 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA