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W. H. McAnnally IV
Attorney at Law

Sunshine State Federal S & L Bldg.
420 W. Brandon Blvd., Suite 202
Brandon, FL 33511
(813) 653-0772



Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

September 20, 2002

Re: MATTRESS & BEDS, INC.

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-09/23/02--01032--015
*****70.00 *****70.00

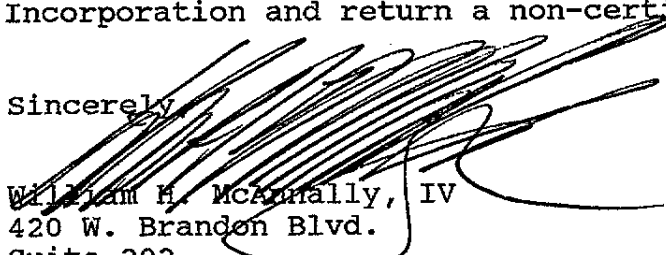
Dear Clerk,

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a non-certified copy to the undersigned.

Sincerely,


William H. McAnnally, IV
420 W. Brandon Blvd.
Suite 202
Brandon, FL 33511
(813) 653-0772

FILED
02 SEP 23 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MATTRESS & BEDS, INC.

FILED

02 SEP 23 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be: MATTRESS & BEDS, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: ANGEL L. PEREIRA, 6809 Fountain Ave., Tampa, FL 33634. The initial Registered Agent of this corporation at such office, shall be ANGEL L. PEREIRA, who upon accepting this designation agrees to comply

with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 6809 Fountain Ave., Tampa, FL 33634.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

NAME	ADDRESS
PHILIP M. COSTELLO	5509 Legacy Cresent Place Brandon, FL 33511
ANGEL L. PEREIRA	6809 Fountain Ave. Tampa, FL 33634.

ARTICLE VIII - INCORPORATORS


The name and address of the person signing these Articles of Incorporation are:

NAME	ADDRESS
PHILIP M. COSTELLO	5509 Legacy Cresent Place Brandon, FL 33511
ANGEL L. PEREIRA	6809 Fountain Ave. Tampa, FL 33634.

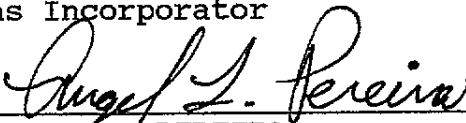
ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

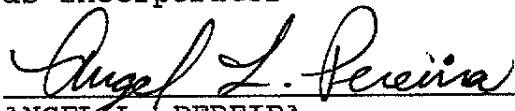
IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation, this 20th day of September, 2002.



PHILIP M. COSTELLO,
as Incorporator



ANGEL L. PEREIRA,
as Incorporator

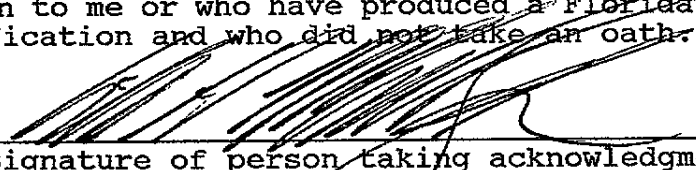


ANGEL L. PEREIRA,
as Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

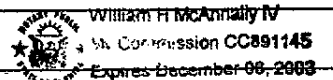
The foregoing Articles of Incorporation of MATTRESS & BEDS, INC., was acknowledged before me this 20th day of September, 2002, by PHILIP M. COSTELLO and ANGEL L. PEREIRA, as incorporators, who are personally known to me or who have produced a Florida driver's license, as identification and who did not take an oath.

(SEAL)



(Signature of person taking acknowledgment)

William H. McAnnally, IV
(Printed Name of officer taking acknowledgment)
NOTARY PUBLIC
(Title or rank)
CC891145



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to applicable Florida Statutes, the following is submitted:

That MATTRESS & BEDS, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION, at 6809 Fountain Ave., Tampa, FL 33634, has named ANGEL L. PEREIRA, as its Registered Agent.

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ANGEL L. PEREIRA

FILED
02 SEP 23 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA