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December 13, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tempur Industries Inc.		
	Filing Evidence □ Plain/Confirmation Copy	Type of Document Certificate of Status
	□ Certified Copy	□ Certificate of Good Standing
		□ Articles Only
	Retrieval Request Photocopy Certified Copy	 □ All Charter Documents to Include Articles & Amendments □ Fictitious Name Certificate □ Other
-	NEW FILINGS	AMENDMENTS
X	Profit	Amendment
	Non Profit	Resignation of RA Officer/Director
	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger
-		
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports	Foreign
	Fictitious Name	Limited Liability
	Name Reservation	Reinstatement
	Reinstatement	Trademark
		Other

ARTICLES OF INCORPORATION OF Tempur Industries Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: Tempur Industries Inc.

<u>ARTICLE II PRINCIPAL OFFICE</u>

The principal place of business and mailing address of this corporation shall be:

8771 Ashworth Dr. Tampa, Florida 33647

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1500 at \$0.01 par value per share.

ARTICLE IV INITIAL DIRECTORS

The name(s) and address(s) of the initial Director(s) is/are:

Robert Stettler 8771 Ashworth Dr. Tampa, Florida 33647

Joseph Ramis 3004 Taga Cay Ct. Riverview, Florida 33569

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Joe Ramis 3004 Taga Cay Ct. Riverview, Florida 33569

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Nellie Akalp

30141 Agoura Rd., Suite 205 Agoura Hills, California 91301

Nellie Akalp, Incorporator

Date

12.6.02

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.

Joe Ramis, Registered Agent

Date