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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

mattress discount corporation

Certificate of Status	0
Certified Copy	1
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H020000239782
ARTICLES OF INCORPORATION

OF

Mattress Discount Corporation

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

Mattress Discount Corporation

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1,000 shares of \$1.00 par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

PREPARED BY: Pedro L. Alberni, CPA
4649 Ponce de Leon Blvd. Suite 404
Coral Gables, Florida 33134
(305) 662-7272

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ARTICLE VI

The principal office of this corporation shall be located at 631 S.W. 71st Avenue, Miami, Florida 33144, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch office in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The initial registered office of this corporation shall be at 631 S.W. 71st Avenue, Miami, Florida 33144. The initial registered agent at such address shall be:

Domingo Hernandez
631 S.W. 71st Avenue
Miami, Florida 33144

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (5) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and addresses of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, is:

Domingo Hernandez – 631 S.W. 71st Avenue, Miami, Florida 33144

ARTICLE X

The names and addresses of the subscribers are:

Domingo Hernandez – 631 S.W. 71st Avenue, Miami, Florida 33144

ARTICLE XI

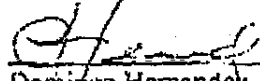
The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including council fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 20th day of December, 2002.

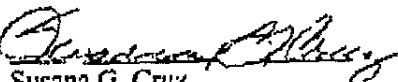


Domingo Hernandez
President and Incorporator
631 S.W. 71st Avenue
Miami, Florida 33144

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20th day of December, 2002, by Domingo Hernandez, who is personally known to me or has produced Drivers License as identification and who did take an oath.



Susana G. Cruz
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Susana G. Cruz
My Commission 00150028
Expires October 30 2006

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

In compliance with Section 48.091, Florida Statutes, the Following is submitted:

First, that **Mattress Discount Corporation**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation at the city of Miami, State of Florida, has named Domingo Hernandez, 631 S.W. 71st Avenue, Miami, Florida 33144, County of Dade, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE: _____
(Subscriber)

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____

Domingo Hernandez, Resident Agent

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TALLAHASSEE, FLORIDA

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