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(Requestor's Name)

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(Address)

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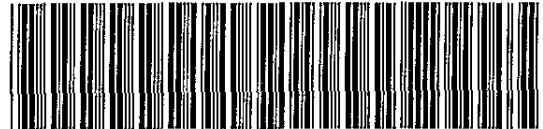
(Business Entity Name)

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02 DEC 31 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WILLIAM R. MUMBAUER
LEGAL COUNSEL

THE LAW FIRM OF
WILLIAM R. MUMBAUER, P.A.
EST. 1980

December 20, 2002

205 NORTH PARSONS AVENUE
BRANDON, FLORIDA 33510
(813) 685-3133

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Mattress World, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above named corporation. Please file the original, certify the copy and return it to me. I am enclosing my check in the amount of \$78.75 for this purpose.

Thank you for your cooperation in this matter.

Very truly yours,


WILLIAM R. MUMBAUER

WRM:jp
Encl.

cc: Brian A. Smith

ARTICLES OF INCORPORATION
OF
MATTRESS WORLD, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby makes, subscribes and acknowledges these Articles of Incorporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation is MATTRESS WORLD, INC.

ARTICLE II

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at one time is 7,500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The address of the principal office of the corporation is 1230 Versant Drive, Apt. 301, Brandon, FL 33511. The street address of

the initial registered office is 1230 Versant Drive, Apt. 301, Brandon, FL 33511, and the name of the initial registered agent at such address is BRIAN A. SMITH.

ARTICLE VI

The name and post office address of the subscriber to these Articles of Incorporation is BRIAN A. SMITH, 1230 Versant Drive, Apt. 301, Brandon, FL 33511.

ARTICLE VII

This corporation shall not have directors nor a Board of Directors but shall be managed by the stockholders of the corporation in the manner provided by Chapter 607, Florida Statutes.

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


BRIAN A. SMITH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by BRIAN A. SMITH who has produced a Florida Drivers License as identification and who did not take an oath this 20th day of December, 2002.


Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for **MATTRESS WORLD, INC.**



BRIAN A. SMITH

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TALLAHASSEE FLORIDA