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Amend
T. Lewis 2/24/04

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February 18, 2004

Secretary Of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA OVERNIGHT DELIVERY

RE: *Articles Of Amendment To Articles Of Incorporation Of Mattress Liquidators
Of Pompano Beach, Inc.*
Document Number: P03000041740

Dear Sir/Madam:

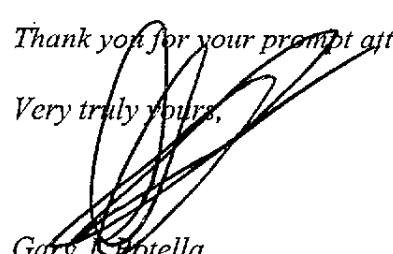
Enclosed please find the following regarding the above-referenced matter:

1. Original and one (1) copy of Articles Of Amendment To Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc.; and
2. Office Account Check Number 15559 in the amount of Forty Three Dollars and 75/100 (\$43.75), which represents the filing fee and a certified copy of same.

Please forward the certified copy of the Articles Of Amendment To Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc. as soon as possible.

Thank you for your prompt attention to this matter.

Very truly yours,


Gary J. Rotella
GJR/sbd
Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

MATTRESS LIQUIDATORS OF POMPANO BEACH, INC.

Document Number: P03000041740

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. This document shall represent the Articles Of Amendment To Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc., a Florida Corporation.

2. Article VI. Registered Agent - The text of the Amended Article VI of Mattress Liquidators Of Pompano Beach, Inc. shall read as follows:

“Article VI. Registered Agent - The name and address of the Registered Agent of the Corporation is Nancy Iona, 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069.”

3. Article VII. Registered Office - The text of the Amended Article VII of Mattress Liquidators Of Pompano Beach, Inc. shall read as follows:

“Article VII. Registered Office - The initial registered office of this Corporation shall be: 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069.”

4. Article VIII. Corporate Offices - The text of the Amended Article VIII of Mattress Liquidators Of Pompano Beach, Inc. shall read as follows:

“Article VIII. Corporate Offices - The principal place of business of the Corporation shall be 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.”

5. Article IX. Directors - The text of the Amended Article IX of Mattress Liquidators

Of Pompano Beach, Inc. shall read as follows:

"Article IX. Directors -

- A. The Corporation shall have not less than one (1) nor more than five (5) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. The names and address of the members of the Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows: Nancy Iona, 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069.
- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
 - 1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
 - 2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
 - 3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient."

6. Article X. Incorporator - The text of the Amended Article X of Mattress Liquidators

Of Pompano Beach, Inc. shall read as follows:

“Article X. Incorporator - The name and address of the person signing these Articles Of Incorporation is: Nancy Iona, 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069.”

7. Article XI. Officers - The text of the Amended Article XI of Mattress Liquidators

Of Pompano Beach, Inc. shall read as follows:

“Article XI. Officers - The names and addresses of the officers of this Corporation are as follows: Nancy Iona, 2099 West Atlantic Boulevard, Suites 204-206, Pompano Beach, Florida 33069.”

8. The date of the above Amendments To The Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc. as to Articles VI, VII, VIII, IX, X and XI of the Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc. is February 10th, 2004.

9. Pursuant to Florida Statute §607.1005, since Mattress Liquidators Of Pompano Beach, Inc. has not yet issued shares, a majority of its incorporators or Board of Directors may adopt one or more Amendments to the Corporation’s Articles Of Incorporation.

10. Nancy Iona is the sole Member of the Board of Directors of Mattress Liquidators Of Pompano Beach, Inc. and she is the sole Incorporator of Mattress Liquidators Of Pompano Beach, Inc.

11. The above noted Amendments to the Articles Of Incorporation Of Mattress Liquidators Of Pompano Beach, Inc. were adopted and approved by Nancy Iona as the sole Member of the Board of Directors of Mattress Liquidators Of Pompano Beach, Inc. and as the sole Incorporator of Mattress Liquidators Of Pompano Beach, Inc.

DATED this 10th day of February, 2004.

Nancy Iona

Nancy Iona, Sole Director; Sole Incorporator;
and Registered Agent of Mattress Liquidators
Of Pompano Beach, Inc., a Florida
Corporation
2099 West Atlantic Boulevard
Suites 204-206
Pompano Beach, Florida 33069
Telephone: (954) 565-4143

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of February, by Nancy Iona, who is personally known to me, and who did take an oath.

My Commission Expires:

Gina M. Wojciechowski
NOTARY PUBLIC, STATE OF FLORIDA

GINA M. WOJCIECHOWSKI
Printed Name

