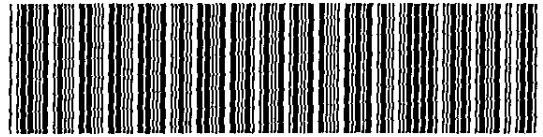


PO3000068996

Marta V. Castellanos
18865 N.W. 55 AVE
Miami FL 33055



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ARTICLES OF INCORPORATION

OF

CLASSIC BEDDING, INC.

We, the undersigned, here by associate ourselves together for
The purpose of becoming a corporation under the laws of the
State of Florida, by and under the provisions of the statutes of the
State of Florida, providing for the formation, rights, privileges,
Immunities and liabilities of Incorporation for profit.

ARTICLE I

The name of the corporation shall be: ***CLASSIC BEDDING, INC.***

ARTICLE II

The corporation will engage in any activity of business
Permitted under the laws of the State of Florida and of the United
State of America.

ARTICLE III

The maximum number of shares, which the corporation is
Authorized to issue and have outstanding at any one time is 100
Shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from
Assessment.

ARTICLE IV

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The pledge, sale, transfer of other disposition of capital Stock may be governed and restricted by the By-Laws or written Agreement among the stockholders which shall be on file in the Office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing Business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual

ARTICLE VII

The initial post office address of the principal office of the corporation In the State of Florida is 18865 North West 55 Ave Miami Florida, 33055. The board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 18865 N W 55 Avenue Miami, Florida 33055.

ARTICLES VIII

Directors consisting of not less than one nor more than six Directors. A quorum for the holding of a meeting which shall be properly done by the directors, by unanimous consent in writing, Include among the minutes of the corporation, may consent to the

Doing of any act and such consent in writing shall have the same Force and effect as though a formal meeting had been held pursuant To call being duly made and as though the said act had been done And authorized at a meeting at which a quorum had been present. Or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the First Board of Directors and the State of Corporation officers are as Follow:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOSE TULIO RIVERA	PRESIDENT	18865 N W 55 AVE MIAMI FLA 33055
MARTA VERONICA CASTELLANOS	TREASURY & SECRETARY	18865 N W 55 AVE MIAMI FLA 33055

ARTICLE X

The name and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of Stock that They agree to take are as follows:

<u>NAME SHARES</u>	<u>ADDRESS</u>	<u>No OF SHARE</u>
JOSE TULIO RIVERA	18865 N. W. 55 AVE MIAMI FLA. 33055	50%
MARTA VERONICA CASTELLANOS	18865 N. W. 55 AVE MIAMI, FLA. 33055	50%

ARTICLE XI

The stock of the corporation may be issued pursuant to the Provisions of Section 1244 of the Internal Revenue Code, so that The stockholders of the corporation may receive the benefits Provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
This 12th days of June, 2003. —



(SEAL)
JOSE TULIO RIVERA


(SEAL)
MARTA V CASTELLANOS

STATE OF FLORIDA)
) *SS*
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly Authorized to adminster oaths and take acknowledgements under the Law of State of Florida, personally appeared JOSE TULIO RIVERA MARTA VERONICA CASTELLANOS, to me known to be the person Decribed in and who executed the foregoing Aticles of Incorporation Acknowledged before me that he executed the same freely and voluntarily For the purposes therein expressed.

WITNESS my hand and official seal ot City of Miami, County Miami-Dade, State of Florida, This 12th day of June 12, 2003.

NOTARY PUBLIC, STATE OF
FLORIDA at Florida

My commission Expires:

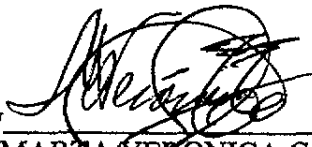
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DONICILE FOR THE SERVICE OF PROCESS
WHITHIN THIS STATE NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the
Following is submitted in compliance with said act:

That desiring to organize under the laws of the State of
Florida, with its principal office as indicated in the Articles of
Incorporation, at City of Miami, County of MIAMI-DADE, State of
FLORIDA, has named MARTA VERONICA CASTELLANOS
Located at 18865 NORTH WEST 55 AVE MIAMI, Florida, 33055,
As its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above
Stated Corporation, at the place 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.

By 
MARTA VERONICA CASTLLANOS

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TALLAHASSEE, FLORIDA