

10-27-2003 10:37pm From: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A. To: P 04 9863
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Phone : (727)461-1818
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FLORIDA PROFIT CORPORATION OR P.A.

UNIVERSAL BEDDING ACQUISITION CORPORATION

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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10/28/03

**ARTICLES OF INCORPORATION
OF
UNIVERSAL BEDDING ACQUISITION CORPORATION**

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 this Company shall be: UNIVERSAL BEDDING ACQUISITION CORPORATION.

ARTICLE II

Address

The principal place of business and mailing address of this Company shall be 7000 Bryan Dairy Road, Unit A1, Largo, Florida 33777 and such other place or places as may be designated from time to time.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$.01).

ARTICLE V - Initial Registered Office and Agent

The initial registered agent for this Company shall be Luis Herrera and the address of the registered agent for service of process shall be 7000 Bryan Dairy Road, Unit A1, Largo, Florida 33777.

Prepared By:
Peter A. Rivellini, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0067156
(727) 481-1818

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ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

Name

Address

Wilfredo LaFontaine

7000 Bryan Dairy Road, Unit A1
Largo, FL 33777

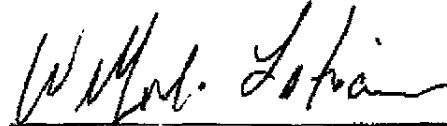
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


The undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 2003.



WILFREDO LaFONTAINE, Incorporator

**CERTIFICATE OF DESIGNATION OF
AND ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company at 7000 Bryan Dairy Road, Unit A1, Largo, FL 33777, agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agents, and is familiar with, and accepts, the obligations of a registered agent as provided for in Chapter 607, *Florida Statutes*.


LUIS HERRERA

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