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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only

TRANSMITTAL LETTER

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

SUBJECT: U. S. Mattress, INC.
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Peggy Telcy
Name (Printed or typed)

1660 NE 150th Street
Address

Miami, FL 33181
City, State & Zip

(305) 954-9131
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is: U.S. MATTRESS, INC.

SECOND

The period of its duration is: Indefinitely

THIRD

The purpose of the corporation is: Wholesale/Retail Mattress

FOURTH

The aggregate number of authorized shares is: 200 Par-Value \$5.00

FIFTH

The corporation will not commence business until at least \$1000.00 dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock are authorized.

SEVENTH

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: Approval by the Stockholders and Board of Directors.

EIGHTH

Provisions for regulating the internal affairs of the corporation are:

The Managing Partners (Corporate Officers) of the Corporation will be Responsible for all day to day operations.

NINTH

100 MAY - 6 A.M. '05
SECRETARY OF STATE
FEDERAL BUREAU OF INVESTIGATION
FBI

FILED

The address of the initial registered office of the corporation is:

1660 NE 150th Street Miami, Florida 33181

and the name of its initial registered agent at such address is: Peguy Telcy

TENTH

Address of the principal place of business is:

1660 NE 150th Street Miami, Florida 33181

ELEVENTH

The number of directors constituting the initial board of directors of the corporation is One , and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Peguy Telcy

1660 NE 150th Street
Miami, Florida 33181

TWELFTH

The name and address of each incorporator is:

Name

Address

Peguy Telcy

1660 NE 150th Street
Miami, Florida 33181

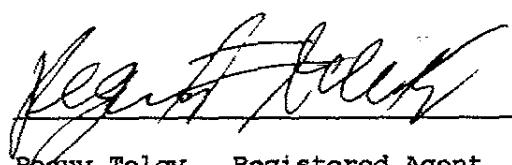
Date: April 8th, 2004



A handwritten signature in black ink, appearing to read "Peguy Telcy". The signature is fluid and cursive, with a horizontal line drawn underneath it.

Peguy Telcy, Incorporator

Having been named as Registered Agent and to accept services of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and Agree to act in this capacity. I further agree to Comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.



A handwritten signature in black ink, appearing to read "Peguy Telcy". The signature is fluid and cursive, with a horizontal line drawn underneath it.

Peguy Telcy, Registered Agent