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(Requestor's Name)

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(City/State/Zip/Phone #)

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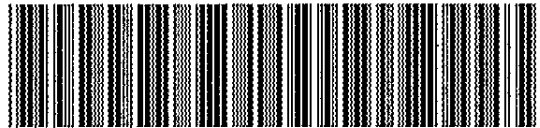
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUN - 1 PM 1:46

128

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

RE: The Mattress Factory of Florida, Inc.

Enclosed are an original and one (1) copy of the *Articles of Incorporation* and a check for \$78.50.

From: Name The Mattress Factory of Florida, Inc.

Address 8930 North Davis

City Pensacola

State & Zip Florida, 32514



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

RECEIVED

04 JUN 28 AM 11:34

June 2, 2004

THE MATTRESS FACTORY OF FLORIDA, INC.  
8930 NORTH DAVIS  
PENSACOLA, FL 32514

SUBJECT: THE MATTRESS FACTORY OF FLORIDA, INC.  
Ref. Number: W04000021290

We have received your document for THE MATTRESS FACTORY OF FLORIDA, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Naysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 901A00037922

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUN -1 PM 1:46

ARTICLES OF INCORPORATION  
OF

Southern Comfort Mattress Factory, Inc.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Southern Comfort Mattress Factory, Inc.

ARTICLE II - BUSINESS PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or service at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribed to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter, authorized, or any notes, debentures, bonds, to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

#### ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be one thousand dollars (\$1000.00).

#### ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located at:

8930 North Davis Highway  
Pensacola, FL 32514

However, the corporation shall have the power to relocate its principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

#### ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII - FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an

election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified, are:

Mark Musselwhite  
President & Director

8930 North Davis Highway  
Pensacola, FL 32514

#### ARTICLE IX - INCORPORATOR

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

Mark Musselwhite  
8930 North Davis Highway  
Pensacola, FL 32514

#### ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the June 1, 2004.

#### ARTICLE XI - TRANSACTIONS WITH CORPORATION

No contract or other transaction between this corporation and any other corporation and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (he) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporations or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (he) were not such officer or director of such other corporation or member of such firm, or not so interested.

## ARTICLE XII - BY-LAWS

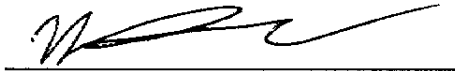
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended, or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions for requirements for the management or conduct of the affairs and business.

## ARTICLE XIII - AMENDMENTS

The Corporation reserves the right to amend, alter, or change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersign, have executed these Articles for the uses and purpose therein stated.



STATE OF FLORIDA     )

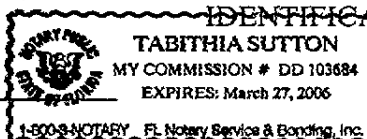
COUNTY OF ESCAMBIA     )

Before me, a undersigned authority, on this thirteenth day of May, 2004 personally appeared Mark Musselwhite to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

IN WITNESS my hand and affixed my official seal date aforesaid.

  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_



FL DL  
IDENTIFICATION PRODUCED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

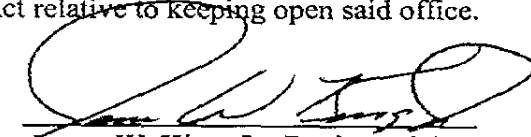
STATE OF FLORIDA )

COUNTY OF ESCAMBIA )

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 8930 North Davis Highway,  
Pensacola, Escambia County, Florida, has named James W. King, Jr. located at  
945 West Michigan Ave. Ste 5B, Pensacola, Florida 32505 as its agent to accept service of  
process within this state.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.

  
James W. King, Jr., Registered Agent

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TALLAHASSEE, FLORIDA  
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