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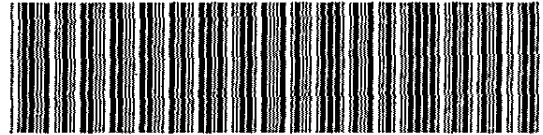
(Business Entity Name)

(Document Number)

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VP  
8/17/04

## TRANSMITTAL LETTER

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

**SUBJECT:** MATTRESS MARKETS OF PALM BEACH, 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:** WINDY A. KEMP, CFO

Name (Printed or typed)

825 SE 3RD AVENUE

Address

OCALA, FLORIDA 34471

City, State & Zip

(352) 629-7979

Daytime Telephone number

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

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ARTICLES OF INCORPORATION

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

OF

MATTRESS MARKETS OF PALM BEACH, INC.

The undersigned Incorporator, being person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I – Name

The name of this corporation shall be:

MATTRESS MARKETS OF PALM BEACH, INC.

ARTICLE II – Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE III – Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV – Initial Corporate office; Initial Registered Office and Agent

The street address and mailing address of the initial corporate office is 825 SE 3<sup>rd</sup> Avenue, Ocala, Florida 34471. The initial registered office of this Corporation is 825 SE 3<sup>rd</sup> Avenue, Ocala, Florida 34471, and the name of the initial registered agent of this Corporation at that address is Windy A. Kemp.

#### ARTICLE V – Term of Existence

The effective date upon which this Corporation shall come into existence shall be August 16, 2004, and it shall exist perpetually unless dissolved according to law.

#### ARTICLE VI – Directors

The initial number of Directors of this Corporation shall be one (1). The name and address of the initial member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Gary A. Thurston	825 SE 3 <sup>rd</sup> Avenue Ocala, Florida 34471

#### ARTICLE VII – Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Windy A. Kemp	825 SE 3 <sup>rd</sup> Avenue Ocala, Florida 34471

#### ARTICLE VIII – Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

#### ARTICLE IX – Amendment

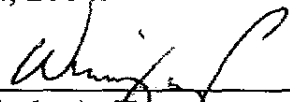
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X – Indemnification

ED  
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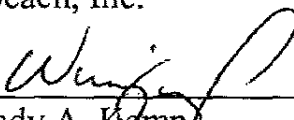
The Corporation shall indemnify each of the officers and directors, whether or not then in office, and his executor, administrator or heirs, against any and all actual expenses actually and necessarily incurred by him, including, but not limited to attorney's fees, in connection with the defense of any litigation, administrative procedure or suit to which he may have been made a party because he is or was a director or an officer of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
Windy A. Kemp

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Mattress Markets of Palm Beach, Inc.

  
\_\_\_\_\_  
Windy A. Kemp  
Registered Agent