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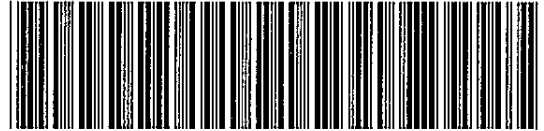
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8/20/04
Juan Carlos Aparicio
Requestor's Name
Address 2395C
City State ZIP Phone

CORPORATION(S) NAME

Heavenly Comfort Mattress Outlet, Corp.

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Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF INCORPORATION
OF
HEAVENLY COMFORT MATTRESS OUTLET, CORP.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name and principal address of the Corporation is:

HEAVENLY COMFORT MATTRESS OUTLET, CORP.
56 S.E. 4TH ROAD
HOMESTEAD, FL 33030

ARTICLE 2 - DURATION

This Corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE 3 - PURPOSE

This Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 - CAPITAL STOCK

This Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$ 1.00)**.

ARTICLE 5 - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the Corporation.

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ARTICLE 6 - PREEMPTIVE RIGHTS

Each shareholder, upon the sales for cash of any new stock of this Corporation shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and the name of the initial registered agent for this Corporation at that address is:

**SHAWN P. DAVID
56 S.E. 4TH ROAD
HOMESTEAD, FL 33030**

ARTICLE 8 - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided of by the Bylaws. The name and address of the initial directors of this corporation is:

**SHAWN P. DAVID – 12145 SW 251 TERRACE – PRINCETON, FL 33032 – D/P
MARIA MEDINA-DAVID – 12145 SW 251 TERR – PRINCETON, FL 33032 – D/T**

ARTICLE 9 - INCORPORATORS

The name and street address of the incorporator of this Corporation is :

**SHAWN P. DAVID
56 S.E. 4TH ROAD
HOMESTEAD, FL 33030**

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 11 - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issue initially to the following persons in the amount set opposite their names:

SHAWN P. DAVID 50 SHARES
MARIA MEDINA-DAVID..... 50 SHARES

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this Corporation.

ARTICLE 12 - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 13 - CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

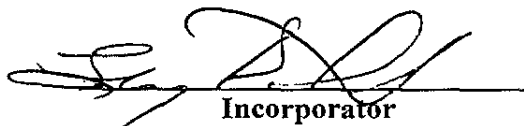
ARTICLE 14 - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represents in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE 15 - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of August of 2004.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

FIRST that, **HEAVENLY COMFORT MATTRESS OUTLET, CORP.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named **SHAWN P. DAVID** located at **56 S.E. 4TH ROAD** city of **HOMESTEAD**, county of **Miami-Dade**, State of **Florida**, as its agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above stated Corporation at 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 I am familiar with and accept the obligations of my position as registered agent.

BY: 
Registered Agent/ Shawn P. David

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