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Page 02

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FLORIDA PROFIT CORPORATION OR P.A.

MAX Mattress Market, Inc.

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PAGE 001/001

Florida Dept of State

PAGE 01



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 11, 2005

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SUBJECT: MAX MATTRESS MARKET, INC.
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ARTICLES OF INCORPORATION

OF

MAX Mattress Market Inc.

A CLOSE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MAX Mattress Market Inc.

The principal address of the corporation shall be:

705 Indian Lilac Road
Vero Beach, FL 32963-1302

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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ARTICLE II NATURE OF BUSINESS

The corporation is in the business of bedding store. In addition, the corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III STOCK

3.1 The corporation shall authorize a total of 1000 shares of stock having a par value of one dollar.

3.2 The corporation shall authorize only one class of stock.

3.3 All of the corporations' issued stock, exclusive of treasury shares, shall be held of record by not more than seventy-five (75) persons.

3.4 Each stockholder shall offer to the corporation or to the other stockholders of the corporation a, thirty (30) day "right of first refusal" option to purchase his/her stock should he/she elect to sell the stock.

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((H05000118817 3))

3.5 The corporation shall make no offering of any of its stock of which would constitute a public offering within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

ARTICLE IV TERMS OF EXISTENCE

This corporation shall exist perpetually beginning May 10, 2005.

ARTICLE V OFFICERS AND DIRECTORS

President Steven Milesic

ARTICLE VI INCORPORATOR

The name and address of the incorporator of these articles of incorporation is:

Steven Milesic
705 Indian Lilac Road
Vero Beach, FL 32963-1302

ARTICLE VII LIABILITY WAIVER

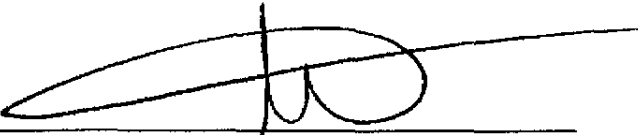
No person who is or formerly was an Incorporator, Director, Officer, or Registered Agent of the corporation shall have any liability to the corporation or to any stockholder of the corporation for money damages in connection with any action, or failure to act in his capacity as an Incorporator, Director, Officer, or Registered Agent: provided however, that nothing contained herein shall restrict or limit the liability of any person (a) to the extent that it is proved that such person received an improper benefit of profit in money, property or services, or (b) to the extent that a judgment or other final adjudication adverse to such person is entered in the proceeding that such person's action or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 28, 2005.

SIGNATURE OF INCORPORATOR:



Steven Milesic

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE FOR
MAX Mattress Market Inc.**

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is:

MAX Mattress Market Inc.

2. The name and address of the registered agent and office is:

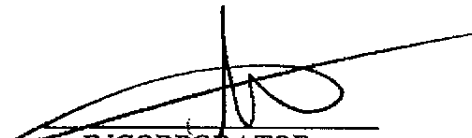
Steven Milesic
705 Indian Lilac Road
Vero Beach, FL 32963-1302

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature:


INCORPORATOR

4-28-05
DATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.325, Florida Statutes.

Signature:


REGISTERED AGENT

4-28-05
DATE

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