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STANTON&GASDICK

05/20/2008

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Number : 075350000152  
Phone : (407)423-5203  
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MERGER OR SHARE EXCHANGE

COSMOS DISTRIBUTION INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

Merger  
CUS  
@ 5/21/08

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## ARTICLES OF MERGER

Cosmos Distribution, Inc. and Innovative Sleep Options, Inc., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger. The Plan of Merger is attached.

1. Plan of Merger is as follows: on the effective date of the merger, the separate existence of Innovative Sleep Options, Inc., (the "absorbed corporation") shall cease, and Cosmos Distribution, Inc. (the "surviving corporation") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

2. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the no par value common stock of Innovative Sleep Options, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the no par value common stock of Cosmos Distribution, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for share of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for share of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. It is the intent of the Plan of Merger that the stockholders of the absorbed corporation shall own the same percentage of total outstanding and issued shares of common stock in the surviving corporation as they owned in the absorbed corporation.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

3. The effective date of the Merger is the date when the articles of merger are filed with the Florida Department of State.

4. Cosmos Distribution, Inc. adopted the Plan of Merger on May 20, 2008, by a vote of the shareholders and the board of directors.

5. Innovative Sleep Options, Inc. adopted the Plan of Merger on May 20, 2008, by a vote of the shareholders and the board of directors.

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6. The Articles of Incorporation of the surviving corporation are amended to read as follows:

Article III, Capital Stock. The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000), all of which shall be without par.

Innovative Sleep Options, Inc.,  
A Florida corporation

By: [Signature]  
Its President

and

[Signature]  
Its Secretary

Cosmos Distribution, Inc.,  
A Florida corporation

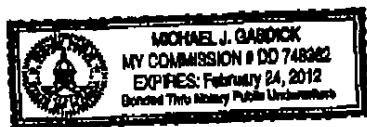
By: [Signature]  
Its President

and

[Signature]  
Its Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn and subscribed to before me this 20 day of May, 2008, by Florida Driver's Lic, who ( ) is personally known to me or who (X) has produced his/her Florida Drivers License as Identification.



[Signature]  
Notary Public, State of Florida  
Print Name:  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn and subscribed to before me this 20 day of May, 2008, by Florida Driver's Lic, who ( ) is personally known to me or who (X) has produced his/her Florida Drivers License as Identification.



[Signature]  
Notary Public, State of Florida  
Print Name:  
My Commission Expires:

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**PLAN OF MERGER**

Cosmos Distribution, Inc., a Florida corporation, and Innovative Sleep Options, Inc., d/b/a Zero Gravity Beds, a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, Fla. Stat (2006).

1. Name of each corporation planning to merge is: Innovative Sleep Options, Inc.

2. Name of surviving corporation is: Cosmos Distribution, Inc.

3. The terms and conditions of the merger are: On the effective date of the merger, the separate existence of Innovative Sleep Options, Inc., (the "absorbed corporation") shall cease, and Cosmos Distribution, Inc. (the "surviving corporation") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the no par value common stock of Innovative Sleep Options, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the no par value common stock of Cosmos Distribution, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for share of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for share of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. It is the intent of the Plan of Merger that the stockholders of the absorbed corporation shall own the same percentage of total outstanding and issued shares of common stock in the surviving corporation as they owned in the absorbed corporation.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. The manner and basis of converting rights to acquire share of each corporation is: No person shall have any rights to acquire shares, obligations or other securities of the surviving corporation except as expressly set forth above.

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6. The following are amendments to or a restatement of the articles of incorporation of the surviving corporation: The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger or are hereby amended and changed as follows:

Article III, Capital Stock. The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000), all of which shall be without par.

7. (a) Directors and Officers. The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

John Baxter: Director, CEO, Treasurer  
Kevin Kemp: Director, President, Secretary

(b) Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except that the absorbed and surviving corporations shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.


(c) Approval by Stockholders. This plan of merger has been approved by all of the stockholders of the constituent corporations by execution of this Plan.

(d) Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of the following event:

(i) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable for any reason.

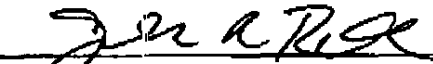
8. The effective date of the merger shall be the date when the articles of merger are filed with the Florida Department of State.

9. Counterparts. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

  
John Baxter, Director  
Dated: 5-20-08

  
Kevin Kemp, Director  
Dated: 5/20/08

As to the Board of Directors of  
Innovative Sleep Options, Inc.  
A Florida corporation

  
John Baxter, Director  
Dated: 5-20-08

As to the Board of Directors of  
Cosmos Distribution, Inc.,  
A Florida corporation

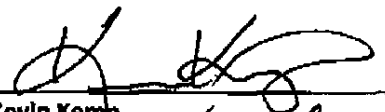
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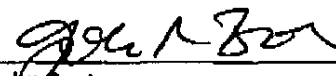
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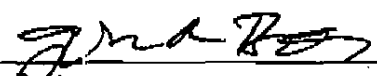
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Kevin Kemp  
Dated: 5/20/08

  
John Baxter  
Dated: 5-20-08

As to shareholders of  
**Innovative Sleep Options, Inc.**  
A Florida corporation

  
John Baxter  
Dated: 5-20-08

As to Shareholders of  
**Cosmos Distribution, Inc.,**  
A Florida corporation