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CERTIFICATE OF INCORPORATION  
OF

Sleep/2000, Inc.

STATE OF FLORIDA )  
COUNTY OF BROWARD )

I, the undersigned Incorporator, a natural person,  
over the age of eighteen (18) years, hereby associate myself for  
the purpose of forming a corporation under the laws of the State  
of Florida, as a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

Sleep/2000, Inc.

ARTICLE II

This corporation is organized for the purpose of  
distributing beds. The Corporation is authorized to conduct any  
lawful business in the State of Florida which is not prohibited  
by any law, rule, or regulation.

ARTICLE III

The capital stock of this corporation is authorized to  
be as follows: 1,000 shares of voting common stock at \$1.00  
par value per share.

Prepared by:

Ray C. Scuttillo  
Scuttillo & Blake, CPA, PA  
8000 N. University Drive  
Fort Lauderdale, FL 33321

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ARTICLE IV

The amount of the capital with which this organization will begin business shall not be less than \$ 100.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose of property, good will, labor or services at a just evaluation thereof to be fixed by the Board Of Directors of this corporation at their first meeting called for that purpose.

ARTICLE V

The term for which this corporation shall exist shall be from January 9, 1995 to perpetuity.

ARTICLE VI

The mailing address of this corporation is:

8000 N. University Drive  
Fort Lauderdale, Florida 33322

The registered agent of this corporation is:

Barry C. Scuttillo

ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than thirty (30).

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ARTICLE VIII

The names and post office addresses of the first officers and Board of Directors of this corporation, who are subject to the Board of Directors of this corporation, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and have been qualified, are:

| <u>NAME</u> | <u>OFFICE</u>           | <u>ADDRESS</u>   |
|-------------|-------------------------|--|
| Cary Bunin  | President/<br>Secretary | 8000 N. University Drive<br>Fort Lauderdale, FL<br>33321 |

ARTICLE IX

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized:

To make, alter and amend the By-Laws of the Corporation.

I, THE UNDERSIGNED, being the subscriber to the capital stock herein before named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to take the number of shares of stock hereinbefore, set forth, and accordingly, have hereunto set our

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designation, the registered office and registered agent in the State of Florida.

1. The name of the corporation is Sleep/2000, Inc.
2. The name and address of the registered agent is:

BARRY C. SCUTILLO  
8000 North University Drive  
Ft. Lauderdale, FL 33321

x BARRY C. SCUTILLO

Having been named as registered agent I hereby accept the appointment of registered agent 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 my obligations of my position of registered agent.

x BARRY C. SCUTILLO

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TO DIV CORP ELT FI P.04

hands and seals this 5th day of JANUARY, 1995.

Narry C. Acutello  
8000 N. University Drive  
Fort Lauderdale, FL 33321

Registered Agent and Subscriber

Narry C. Acutello

FILED  
JAN 10 1995  
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