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ATTORNEYS AT LAW

Arthur Kosto
Raymond J. Rotella
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Richard D. Sierra

* Certified Business Bankruptcy Specialist
and Member of Florida and New Jersey Bar

Reply to:

JACKSONVILLE

Date:

June 8, 1995

EXPRESS MAIL - OVERNIGHT

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

RE: Avenues Mattress Co., Inc.
OUR FILE: J94-914

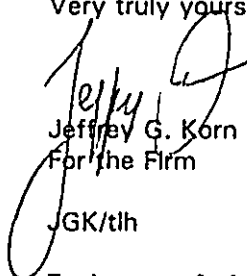
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Gentlemen:

Enclosed, please find Articles of Incorporation for Avenues Mattress Co., Inc. Your fee is enclosed for the filing of the Articles of Incorporation, Certificate of Status, and for a certified copy of the Articles. After it is completed, please forward the enclosed to my office, P.O. Box 4759, Jacksonville, FL 32201.

Your cooperation is appreciated. If I can provide any additional information, please feel free to contact my office.

Very truly yours,


Jeffrey G. Korn
For the Firm

JGK/tih

Enclosure: Articles of Incorporation and check

W-H-95
ST

Ocala Office:
8751 North Highway 301
Post Office Box 2498
Ocala, Florida 34478
904/629-7564
FAX 904/629-7988

Orlando Office:
619 East Washington Street
Post Office Box 113
Orlando, Florida 32802
407/425-3456
FAX 407/423-9002

Jacksonville Office:
Suite 1028-Blackstone Building
233 East Bay Street
Post Office Box 4759
Jacksonville, Florida 32201
904/358-7483
FAX 904/354-3567

**ARTICLES OF INCORPORATION
OF
AVENUES MATTRESS CO., INC.**

STATE OF GEORGIA
COUNTY OF GWINNETT

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: Avenues Mattress Co., Inc.

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the wholesale/retail sale and/or manufacturing business.
2. To engage in all other lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the object or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.

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6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The address of the principal office of the corporation shall be 10140 Phillips Highway, Jacksonville, Florida 32217.

ARTICLE V

The capital stock of the corporation shall consist of 7,500 shares of common stock with a \$1.00 par value.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall not be less than \$10,000.00.

ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than one director. The name and post office address of the first director(s) is/are as follows:

Mohamad Waliagha, 5891 Ranger Court, Norcross, Georgia 30092

ARTICLE VIII

The officers of the corporation shall be a Director, and if selected, a President, Secretary, Treasurer, and/or one or more Vice Presidents. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President/Director: Mohamad Waliagha

ARTICLE IX

The annual meeting of the stockholders shall be held on the tenth day of JUNE of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders' meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the Laws of the state of Florida, as

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such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE X

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, we hereunto set our hands and seals at Norcross, Georgia, this 16th day of May, 1995.


MOHAMAD WALIAGHA

STATE OF GEORGIA
COUNTY OF GWINNETT

BEFORE ME, the undersigned authority, personally appeared Mohamad Waliagha, who being personally known to me or who has produced _____ as identification, and who did (did not) take an oath, acknowledged before me that he signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

Sworn to and subscribed before me, this 16th day of May, 1995.


NOTARY PUBLIC STATE OF GEORGIA
My Commission Expires: _____

Notary Public, Gwinnett County, Georgia
My Commission Expires October 4, 1998

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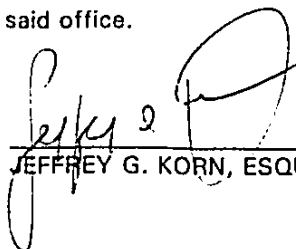
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Avenues Mattress Co., Inc., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named JEFFREY G. KORN, ESQUIRE, located at 233 E. Bay Street, P.O. Box 4759, Jacksonville, Florida 32201, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



JEFFREY G. KORN, ESQUIRE