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IBC GROUP, INC.

730 W. McNAB ROAD • FORT LAUDERDALE, FLORIDA 33309 • PHONE (305) 968-2333 • FAX (305) 974-7070

August 15, 1995

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****122.50 ****122.50

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32301

Re: THER-A-PEDIC OF PENNSYLVANIA, INC.

Gentlemen,

Enclosed are two executed copies of Articles of Incorporation for the above referenced corporation, together with our check to your order in the sum of \$122.50. Please file the Articles and return a certified copy to my attention in the enclosed provided envelope.

Very truly yours,

IBC GROUP, INC.

Robin J. Gallo
Robin J. Gallo
Administrative Assistant

8/15/95
JB

Enclosure

cc: file
encl

/rg

ARTICLES OF INCORPORATION

OF

THER-A-PEDIC OF PENNSYLVANIA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I

NAME OF CORPORATION

The name of this corporation is THER-A-PEDIC OF PENNSYLVANIA, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not

less than One Hundred (\$100.00) Dollars

TERM OF EXISTENCE

This corporation shall have perpetual existence

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 730 West McNab Road, Ft. Lauderdale, FL 33309. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1).

ARTICLE VIII

INITIAL DIRECTOR

The names and addresses of the initial Board of Directors are as follows:

J. Leon Ellman

730 West McNab Road
Ft. Lauderdale, FL 33309

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is

Gerald J. Brady
c/o International Bedding Corporation
730 W. McNab Road
Ft. Lauderdale, FL 33309

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this

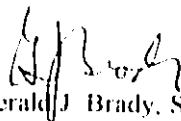
corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance

RESIDENT AGENT

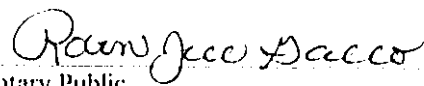
The name and address of the initial resident agent of this corporation is

Gerald J. Brady
c/o International Bedding Corporation
730 W. McNab Road
Ft. Lauderdale, FL 33309

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 11 day of August, 1995


Gerald J. Brady, Subscriber

Subscribed and Sworn to this
11 day of
August, 1995
Before me

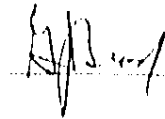

Notary Public

My Commission Expires



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida

A handwritten signature in black ink, appearing to read "G. Brady", is written over a horizontal dotted line.

Gerald J. Brady