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January 15, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

ANN001691208
-01/17/96--01107--011
*****122.50 *****122.50

RE: Quality Comfort, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,


H. RANDOLPH KLEIN

HRK/kp
enc.

FILED
96 JAN 17 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

QUALITY COMFORT, INC.

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

QUALITY COMFORT, INC.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and its registered office shall be:

**Route 3, Box 205H
Hawthorne, FL 32640**

and the name of its initial Registered Agent at such address shall be:

Alan G. Heflin

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56 JAN 17 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V.


The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

Alan G. Heflin
Route 3, Box 205H
Hawthorne, FL 32640

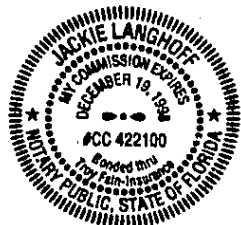
IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed this 15th day of January, 1996.

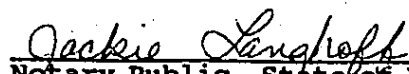

Alan G. Heflin

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared Alan G. Heflin (X) who is personally known to me or produced _____ as identification who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 15th day of January, 1996.




Notary Public, State of Florida

My commission expires:

Having been named Registered Agent of QUALITY COMFORT, INC.,
I hereby accept said office and agree to comply with the provisions
of Chapter 607, Florida Statutes as same pertain to the office of
Registered Agent.


Alan G. Heflin
Registered Agent

FILED
95 JAN 17 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA