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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

FILED
55405-2 PM 3:03

July 31, 1996

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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-08/02/96--01061--013
****122.50 ****122.50

Re: M G MATTRESSES, INC.

Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of M G Mattresses, Inc.
2. Our check in the amount of \$122.50 in payment of the following:
 - (a) filing fee in the amount of \$35.00;
 - (b) certified copy in the amount of \$52.50; and
 - (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,

BERGER & DAVIS, P.A.

AL JUL 25 1996
Laz L. Schneider

LLS:mw

Encl.

ARTICLES OF INCORPORATION
OF
M G MATTRESSES, INC.

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TALLAHASSEE
FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:
M G MATTRESSES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100,000 shares of Common Stock, par value \$.001 per share.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

Address of the principal office of this Corporation is 1900 North Atlantic Boulevard, Villa 3, Fort Lauderdale, Florida 33305.

ARTICLE VI

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 100 Northeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Laz L. Schneider.

ARTICLE VIII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Michael J. Gribotz 1900 N. Atlantic Boulevard
Villa 3
Ft. Lauderdale, FL 33305

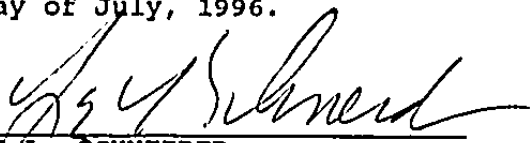
ARTICLE X

INCORPORATOR


The name and street address of the person signing these Articles of Incorporation is:

Laz L. Schneider 100 N. E. 3 Avenue, Suite 400
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of July, 1996.


LAZ L. SCHNEIDER

THE UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation hereby consents to act as such registered agent.


LAZ L. SCHNEIDER

FILED
96 JUL -2 PM 3:03
SEC. OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30
day of July, 1996 by Laz L. Schneider, who is personally known to
me.

NOTARY PUBLIC

Sign: Maia Walter

Print: Maia Walter

My Commission Expires:

(SEAL)

