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JENNIFER R. HUNKER
JOHN E. LAYLOR III
MICHAEL R. LEAS
MARY A. ROBISON
CLAYTON TOUSEY JR.

PLEASE REPLY TO:
JACKSONVILLE OFFICE

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****122.50 ****122.50

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

Re: Articles of Incorporation of Sleep City, Inc.

Dear Sir/Madam:

EFFECTIVE DATE
1-31-97

Enclosed are the following items:

1. Copy of letter addressed to me by the Florida Department of State, confirming the reservation of the name Sleep City, Inc. for a period of 120 days beginning October 4, 1996.
2. The original and one copy of the Articles of Incorporation of Sleep City, Inc.
3. The original and one copy of Registered Agent's Certificate.
4. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee and a certified copy thereof.

Thank you for your assistance.

Sincerely,

Mary A. Robison
Mary A. Robison

Enclosures
71566

FEB 4 1997 BSB

RECEIVED
97 FEB -3 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 4, 1996

MARY A ROBISON
FISHER, TOUSEY, LEAS & BALL
1 INDEPENDENT DR., SUITE 2600
JACKSONVILLE, FL 32202

The name SLEEP CITY, INC. has been reserved for 120 days beginning October 4, 1996. The reservation number is R96000004741 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Letter number: 096A00045506

A handwritten signature in cursive script, appearing to read "Eric P. Rine".

ARTICLES OF INCORPORATION
OF
SLEEP CITY, INC.

FILED
97 FEB -3 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

EFFECTIVE DATE
1-31-97

The name of the corporation is SLEEP CITY, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, and the mailing address of the corporation is, 6 Blanding Boulevard, Orange Park, Florida 32073.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mary A. Robison.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Mary A. Robison 1 Independent Drive, Suite 2600
 Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one (1).

(b) Initial Board of Directors. The name and address of the initial director until the first annual meeting of the shareholders are as follows:

Clinton J. Quinn 6 Blanding Boulevard
 Orange Park, Florida 32073

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its member for his services as director, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

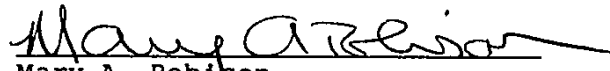
ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the director. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 31st day of January, 1997.


Mary A. Robison


CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE 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:

That, SLEEP CITY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Orange Park, County of Clay, State of Florida, has named Mary A. Robison, located at 1 Independent Drive, Suite 2600, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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


Mary A. Robison
(Resident Agent)