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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ROSEANN WHITNEY OR DALE A. DETIMER
PHONE: (407)723-5646
(407)768-1147

FAX #:

MATTRESS DIRECT, INC.
NAME: ~~U.S.A. MATTRESS-OUTLET, INC.~~

AUDIT NUMBER.....H97000013849

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
MATTRESS DIRECT, INC.

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

ARTICLE I
Name

The name of this Corporation is MATTRESS DIRECT, INC.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

The purpose of this corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in

THIS INSTRUMENT PREPARED BY:
SCOTT KRASNY, ESQ.
780 S. Apollo Boulevard
Melbourne, FL 32901
(407) 723-5646
FL Bar No. 961231

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This Corporation is not authorized to issue shares in series.

**ARTICLE V
Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI
Initial Registered Office, Agent and Corporation**

The initial street address in Florida of the initial registered office of this Corporation is 581 Cidco Road, Cocoa, FL 32926, and the name of the initial registered agent of this Corporation at that address is Ronald D. Bolding. The initial address of the Corporation is 581 Cidco Road, Cocoa, FL 32926.

**ARTICLE VII
Board of Directors**

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Ronald D. Bolding
581 Cidco Road
Cocoa, FL 32926

**ARTICLE VIII
Cumulative Voting**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many

votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE IX
Incorporator**

The name and address of the initial incorporator is as follows: Ronald D. Bolding, 581 Cidco Road, Cocoa, FL 32926.

**ARTICLE X
Amendment to Articles**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

**ARTICLE XI
Acceptance by Registered Agent**

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 21st day of August, 1997.

 (Seal)
RONALD D. BOLDING
Incorporator & Registered Agent