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March 4, 1998

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***122.50 ***122.50

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

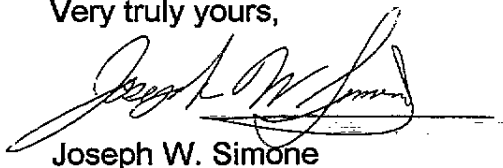
Gentlemen:

Enclosed please find the Articles of Incorporation for Suncoast Mattress Depot, Inc.
and our check in the amount of \$122.50.

If there are any questions, I can be reached at:

11021 Spring Hill Drive
Spring Hill, Fl. 34608
Tel# 352-686-6500

Very truly yours,



Joseph W. Simone

FILED
98 MAR -9 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

04-01-98

98-3-11-98

ARTICLES OF INCORPORATION
OF
SUNCOAST MATTRESS DEPOT, INC.

FILED
98 MAR -9 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation is **SUNCOAST MATTRESS DEPOT, INC.**

EFFECTIVE DATE

04-01-98

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is **SALES of MATTRESSES and BEDDING** and any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLES FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a \$1.00 Par Value.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial principal office of the corporation is 11485 Tuscany Avenue, Spring Hill, Florida 34608 and the name of the registered agent at said address is Joseph W. Simone.

ARTICLE SIX

STOCKHOLDERS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE SEVEN
INCORPORATORS

NAME

Joseph W. Simone

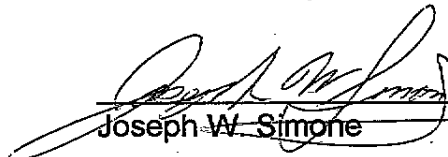
ADDRESS

11485 Tuscany Avenue
Spring Hill, Fl. 34608

ARTICLE EIGHT
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on April 1, 1998.

In witness whereof, we have subscribed our names this 4th day of March 1998.

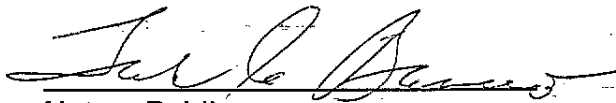


Joseph W. Simone Incorporator

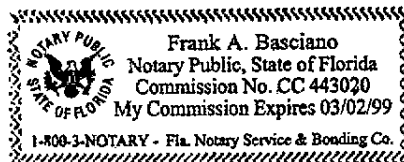
STATE OF FLORIDA
COUNTY OF HERNANDO

On this 4th day of March, 1998, before me, the undersigned officer, personally appeared Joseph W. Simone, known to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.



Notary Public

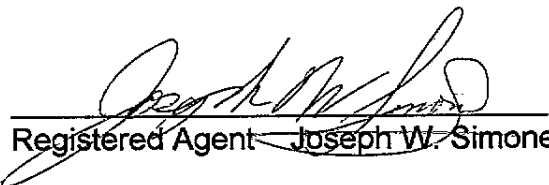


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First: that SUNCOAST MATTRESS DEPOT, INC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 11485 Tuscany Avenue, Florida , 34608 has named Joseph W. Simone as its agent to accept service of process within this state.

Having been named to accept service of process for 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.


Registered Agent Joseph W. Simone

FILED
98 MAR -9 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

04-01-98