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BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

M. THOMAS BOND, JR.
JOHN W. ARNETT*
WILLIAM H. PHELAN, JR.

ANN MELINDA CRAGGS
COLLEEN M. DURIS

*BOARD CERTIFIED REAL ESTATE LAWYER

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

May 12, 1998

Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

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-05/13/98--01040--001
*****70.00 *****70.00

Re: Articles of Incorporation for Heritage Mattress Factory,
Inc.

To Whom It May Concern:

Please find enclosed herewith the original Articles of Incorporation of Heritage Mattress Factory, Inc. for filing with the Secretary of State. Also, please find enclosed Bond, Arnett & Phelan, P.A. Check No.027855 in the amount of \$70.00 which represents the filing fee. If you should have any questions, please do not hesitate to let us know.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

By: Victoria L. Smith
Victoria L. Smith, Paralegal

VLS:jss
Enclosures
cc: client

FILED
98 MAY 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TS/5/15

ARTICLES OF INCORPORATION
OF
HERITAGE MATTRESS FACTORY, INC.

FILED
98 MAY 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is:

HERITAGE MATTRESS FACTORY, INC.

ARTICLE II

The street address of the principal office of the Corporation is:

1115 NW 4th Avenue, Ocala, Florida 34475.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 7,500 shares of One Dollar (\$1.00) par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is **101 SW 3rd Street, Ocala, Florida 34475**. The initial registered agent for Heritage Mattress Factory, Inc., the Corporation at that address is **William H. Phelan, Jr.**

ARTICLE V

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

ARTICLE VI

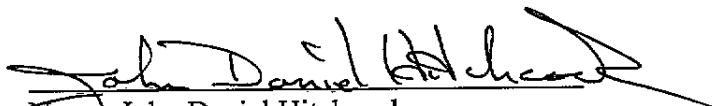
The name and address of the incorporator is:

John Daniel Hitchcock
1115 NW 4th Avenue
Ocala, FL 34475

ARTICLE VII

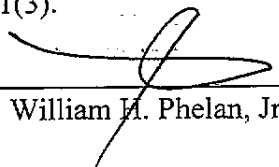
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8 day of May, 1998.


Name: John Daniel Hitchcock

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Heritage Mattress Factory, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).


Name: William H. Phelan, Jr.

Date: May 8, 1998