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May 22, 1998

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

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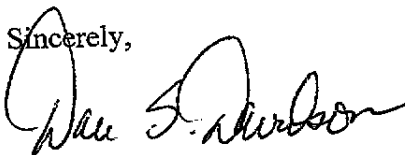
RE: Thomasville Bedding Company of Georgia
Factory Outlet, Inc. ("Corporation")

Dear Sirs:

Enclosed herewith please find one (1) original and one (1) copy of the Articles of Incorporation ("Articles") for the above-referenced Corporation. In addition, enclosed please find our firm check in the amount of \$122.50 to cover the filing fees as well as a certified copy of the Articles. Once these Articles have been filed, please return the certified copy to my attention at the above address.

Your prompt attention to this matter is greatly appreciated. Should you have any questions regarding, please do not hesitate to contact us.

Sincerely,



Dale S. Davidson

DSD/jk
Enclosures

cc: Jeffery W. Hurst
Thomas H. Vann, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TA-5/28/98

THOMASVILLE BEDDING COMPANY OF GEORGIA FACTORY OUTLET, INC.

ARTICLES OF INCORPORATION

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is: THOMASVILLE BEDDING COMPANY OF GEORGIA FACTORY OUTLET, INC.

ARTICLE II

Purpose

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Principal Office

The street mailing address of the initial principal office of the Corporation is: 660 Capital Circle NE, Tallahassee, Florida 32303.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of the Corporation is as follows:

Jeffrey W. Hurst 4210 Lower Cairo Road
Thomasville, Georgia 31792

ARTICLE V

Capital Stock

The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of capital stock, all of which shall be designated "common stock."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

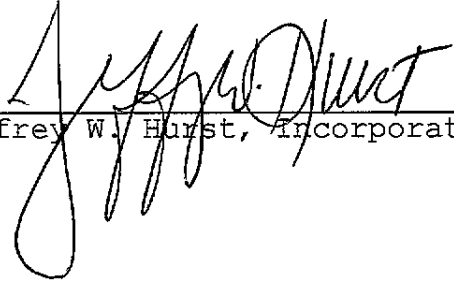
ARTICLE VI
Preemptive Rights

None of the holders of shares of common stock shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such additional shares, or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such additional shares.

ARTICLE VII
Registered Agent and Office

The initial registered office of the Corporation shall be at 660 Capital Circle NE, Tallahassee, Florida 32303. The initial registered agent of the Corporation at such address shall be Vincent Ackerman.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of May, 1998.



Jeffrey W. Hurst, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Vincent Ackerman, do hereby consent to serve as registered agent for THOMASVILLE BEDDING COMPANY OF GEORGIA FACTORY OUTLET, INC.

This 19th day of May, 1998.

Vincent Ackerman
Vincent Ackerman

Address of Registered Agent:

660 Capital Circle NE
Tallahassee, Florida 32303

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