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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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98 DEC 30 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

REGENCY MATTRESS PRODUCTS INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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me 12/30/98

**ARTICLE OF INCORPORATION
OF**

REGENCY MATTRESS PRODUCTS INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I NAMES

The name of the corporation shall be : **REGENCY MATTRESS PRODUCTS INC.**
The Principal place of business of this corporation shall be: 7221-31 N.W. 35th Avenue
Miami FL 33147.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under de law of United State, the State of Florida, or any State, Country territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its per value that this corporation to have outstanding at any one time is 500 Shares \$ 1.00 per Share.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICER(S) DIRECTOR(S)

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are) : Gerardo Miguel Arencibia (P=) 476 West 77th Street Hialeah FL 33014.

Lori Lewis (V-P=) 5706 N.W. 99th Ln Coral Spring FL 33076.

Prepared by:
Associated Accountant
Tax & Multiservice, Inc.
1383 S.W. 1st Street # 103
Miami FL 33135. Phone: (305) 642-5229

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are) :

NAMES

ADDRESS

GERARDO MIGUEL ARENCIBIA
President. 50% of Shares.

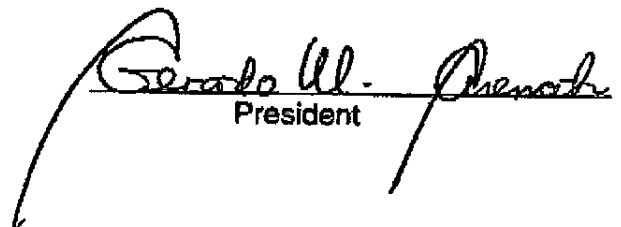
476 West 77th Street Hialeah FL 33014.

LORI LEWIS
Vice-President. 50% of Shares.

5706 N.W. 99th Ln Coral Spring FL 33076.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of incorporation this 29 day of December, 1998.-

Signature(s) of Incorporator(s)


President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607-325, Florida Statutes, the undersigned Corporation organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1- The name of the Corporation is: **REGENCY MATTRESS PRODUCTS, INC.**

2- The name and address of the registered agent and office is:

Gerardo Miguel Arencibia.

476 West 77th Street

Hialeah FL 33014.

Signature:

Gerardo M. Arencibia
Corporator Officer

Title : President

Date : 12/29/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY. AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607-325, FLORIDA STATUTES.

Signature :

Gerardo M. Arencibia
Date : 12/29/98

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TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: