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EVAN M. KLEIMAN
ALSO ADMITTED FEDERAL BAR

January 12, 1999

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State of Florida
Secretary of State,
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/15/99--01051--019
****122.50 *****78.75

Re: Proposed Corporation: Mattress Warehouse, Inc.

Dear Sir/Madam:

I have enclosed the Articles of Incorporation and Certificate of Registered Agent in regard to the above entity along with a check for filing fees in the amount of \$122.50.

I have also included a copy of the Articles and a self-addressed stamped envelope. Once the original Articles have been filed, please return the conformed copy in the envelope provided.

Thank you.

Respectfully submitted,

EVAN M. KLEIMAN, P.A.

By: 
Evan M. Kleiman, Esq.

Enc: as noted

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 AM 10:35

3 01/15/99 JAN 15 1999

CERTIFICATE OF INCORPORATION

-Of-

Mattress Warehouse, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 15 AM 10:35

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of this corporation shall be: Mattress Warehouse, Inc.

ARTICLE II.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV.

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

The initial street address of the principal office of the corporation shall be:

7544 McNab Road, C-25
North Lauderdale, Florida 33068

ARTICLE VII.

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII.

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>Joseph Douglas Iona</u>	<u>1539 Cove Lake Road</u>
	<u>North Lauderdale, FL 33068</u>

ARTICLE IX.

The names and street addresses of the persons signing these Articles of Incorporation as subscriber are as follows:

<u>Joseph Douglas Iona</u>	<u>1539 Cove Lake Road</u>
	<u>North Lauderdale, FL 33068</u>

ARTICLE X.

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

STATE OF FLORIDA)
COUNTY OF BROWARD)

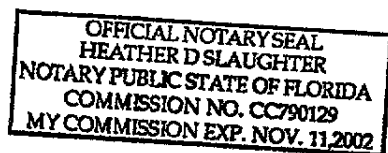
IN WITNESS WHEREOF, the undersigned, JOSEPH DOUGLAS IONA, a natural person who is competent to contract and (CHECK ONE) _____ is personally known to me ✓ produced a Florida Driver's License # I500-484-62-322-0 and (CHECK ONE) _____ took an

oath ✓ did not take an oath, and who hereunto subscribed to
the foregoing Articles of incorporation and set his hand and seal
this 12 day of Jan, 1999.

Joseph Douglas Tona
JOSEPH DOUGLAS TONA

Heather D. Slaughter
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT

Matress Warehouse, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT

7544 McNab Road, C-25
(Business Address, City and State)

North Lauderdale,
Florida 33068

HAS NAMED

Evan M. K. Korman, Esq.
(Name of Registered Agent)

LOCATED AT

901 S. Ed Hwy #300, Ft. Lauderdale, Florida
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

33316

CITY OF

(City)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE

OF PROCESS WITHIN FLORIDA.

SIGNATURE

Joseph J. Cloria
(Corporate Officer)

TITLE

President

DATE

1-12-99

99 JAN 15 AM 10:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

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

[Signature]
(REGISTERED AGENT)

DATE

1-12-99

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)