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VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: MATTRESS EXPRESS OF SOUTH FLORIDA, INC.

Dear Sir or Madam:

Enclosed is the Articles of Incorporation for the above corporation for your review and records. Please file same and return a file-stamped copy to our office in the enclosed Federal Express envelope provided.

If you have any questions or require additional information, please do not hesitate to contact our office.

Sincerely,

BRAVERMAN & DEDRICK



STEVEN D. BRAVERMAN, P.A.

SDB:kb
Enclosures

Kathy - GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

FILED
99 APR - 7 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATTRESS EXPRESS OF SOUTH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **MATTRESS EXPRESS OF SOUTH FLORIDA, INC.** and the principal office of this corporation shall be 10116 Wiles Road, Coral Springs, FL 33067 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having One (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 8751 West Broward Boulevard, Suite 206, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is STEVEN D. BRAVERMAN, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of MICHAEL HILTS, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (2) Director, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name(s) and street address(es) of the initial member(s) of the Board of Director(s) are:

MICHAEL HILTS President/Secretary

ROBERT WILSON Vice President/Treasurer

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

MICHAEL HILTS
10116 Wiles Road
Coral Springs, FL 33067
(954) 772-7110

ROBERT WILSON
10116 Wiles Road
Coral Springs, FL 33067
(954) 772-7110

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL HILTS
10116 Wiles Road
Coral Springs, FL 33067

ARTICLE IX. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

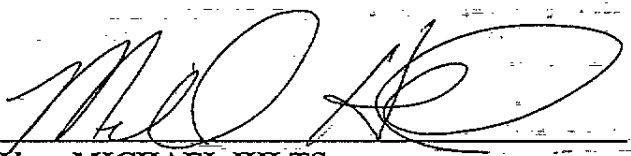
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XV. INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned agent of has hereunto set his hand and seal this
5th day of April, 1999.


BY: MICHAEL HILTS
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

STEVEN D. BRAVERMAN, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


BY: **STEVEN D. BRAVERMAN, ESQUIRE**
Its Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA