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Bedding Center, Inc.

Tel. 850-476-5572

4141 Pine Forest Road
Cantonment, FL 32533-6545

Fax 850-479-8393

September 17, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

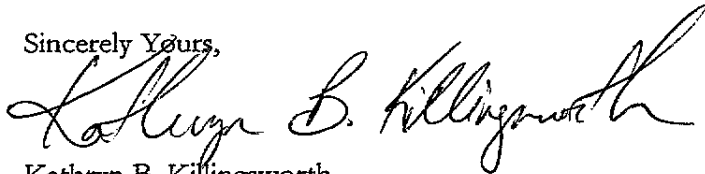
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*****78.75 *****78.75

Attached are the following:

1. Articles of Incorporation.
2. Check for \$78.75 for the corporate filing fee, Registered Agent Designation and Certified Copy fee.

Thank you for your cooperation and service.

Sincerely Yours,



Kathryn B. Killingsworth
President

FILED
99 SEP 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe OCT 04 1999

**ARTICLES OF INCORPORATION
OF
BEDDING CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the corporation is Bedding Center, Inc.

ARTICLE II-PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida. Specifically, the corporation may act as a general partner in a limited partnership.

ARTICLE III-CAPATAL STOCK

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE IV-PRE-EMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4141 Pine Forrest Road, Cantonment, Florida 32533-6545. The name of the registered agent at this address is Kathryn B. Killingsworth.

ARTICILE VI-PRINCIPAL OFFICE

The principal office address of this corporation is 4141 Pine Forest Road, Cantonment, Florida 32533-6545. The principal address and registered office address are the same.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially; the number of directors may be increased from time to time by the by-laws but shall never be less than two. The names and addresses of the original directors of this corporation are:

Kathryn B. Killingsworth
4141 Pine Forest Road
Cantonment, FL 32533-6545

Walter Y. Killingsworth
7743 Tippin Avenue
Pensacola, FL 32514

ARTICLE VIII-INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are:

Kathryn B. Killingsworth-President
4141 Pine Forest Road
Cantonment, FL 32533-6545

Walter Y. Killingsworth-Secretary/Treasurer
7743 Tippin Avenue
Pensacola, FL 32514

ARTICLE IX-INCORPORATORS

The names and addresses of the incorporators signing these articles are:

Kathryn B. Killingsworth
4141 Pine Forest Road
Cantonment, FL 32533-6545

Walter Y. Killingsworth
7743 Tippin Avenue

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI- RESTRICTIONS OF TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heir, devisee, legatee, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the

terms of the bona fide offer which he has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing, the secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they should be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing, until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 16th day of September, 1999.

Melinda K. Bulger
WITNESS

Kimberly J. Bill
WITNESS

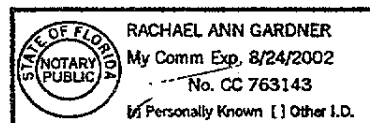
Kathryn B. Killingsworth
Kathryn B. Killingsworth, President

Walter Y. Killingsworth
Walter Y. Killingsworth, Sec./Treas.

State of Florida
County of Escambia

Before me, a Notary Public, personally appeared Kathryn B. Killingsworth and Walter B. Killingsworth, both known to me and personally known by me to be the persons who executed the above document this 16th day of September, 1999.

Rachael Ann Gardner
Notary Public



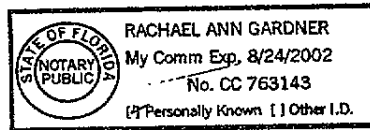
ACCEPTANCE BY REGISTERED AGENT – I hereby am familiar with and accept the duties and responsibilities as registered agent for Bedding Center, Inc.

Kathryn B. Killingsworth
Kathryn B. Killingsworth

State of Florida
County of Escambia

Before me, a Notary Public, personally appeared Kathryn B. Killingsworth, personally known to me and personally known by me to be the person who executed the above document this 16th day of September, 1999.

Rachael Ann Gardner
Notary Public



FILED

99 SEP 30 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA