

CALVIN W. WILSON, J.D.

Attorney at Law

880 ASH DRIVE
PENSACOLA, FLORIDA 32503-2321
TELEPHONE 434-0262
AREA CODE 904

P99000103924

November 8, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida, 32314

700003054097--8
-11/24/99--01055--007
*****78.75 *****78.75

Re: Filing of Incorporation papers for Classic Mattress
Factory, Inc.

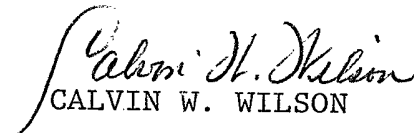
Dear Sir:

Enclosed are the original and a duplicate copy of the
Articles of Incorporation of this proposed corporation

The duplicate copy has been subscribed in the same manner
as the original. Please endorse the copy and return.

A check in the amount of \$70.00 and \$8.75 for a total
of \$78.75 for a certified copy.

Sincerely yours,


CALVIN W. WILSON

CWW:bw

FILED
99 NOV 24 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 12/1

ARTICLES OF INCORPORATION
of
CLASSIC MATTRESS FACTORY, INC.

In compliance with the requirements of F.S. Chap. 807,
the undersigned, being a natural person, hereby acts as an incor-
porator in adopting and filing the following articles of incor-
poration for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Classic Mattress
Factory, Inc.

ARTICLE II

The existence of the Corporation shall begin upon the
filing of these articles of incorporation, and be perpetual.

ARTICLE III

The street address of the principal office of the
Corporation is: 4029 Highway 90, Pace, Florida, 32583.

ARTICLE IV

The maximum number of shares this Corporation is auth-
orized to issue is 1000 par value of \$1.00 per share, all of which
shall be common shares entitled to one vote each.

ARTICLE V

The initial street address of the Corporation's reg-
istered office is 4029 Highway 90, Pace, Florida, 32583. The
initial registered agent for the Corporation at that address is
Billy Cheek.

ARTICLE VI

The initial board of directors shall consist of one
member. The name and address of the initial director is:
Billy Cheek, 4029 Highway 90, Pace, Florida, 32583.

ARTICLE VII

The name and street address of the person signing these
articles of incorporation is:

Billy Cheek: 4029 Highway 90, Pace, Florida, 32583.

ARTICLE VIII

The Corporation shall indemnify its director, officers,
employees and agents to the fullest extent permktted by law.

ARTICLE IX

The power to adopt, alter, amend or repeal by by-laws
shall be vested in the board of director to the full extent
permitted by law, and the stockholders of the corporation.

ARTICLE X

This corporation reserves the right to amend or repeal
any provision contained herein or any amendment thereof, and
any right conferred upon the stockholders is subject to this
article.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the 29 day of October, 1999.


BILLY CHEEK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Classic Mattress Factory, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to F.S. 607.0501 (3).


BILLY CHEEK

Dated: 29 day of October, 1999.

FILED
99 NOV 24 AM 10:37
TALLAHASSEE, FLORIDA