

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

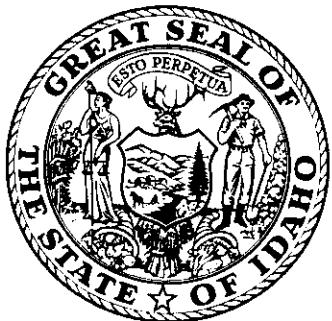
SIMMONS COMPANY

File Number C 153447

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **SIMMONS COMPANY** to **SIMMONS BEDDING COMPANY** and attach hereto a duplicate of the application for such amended certificate.

Dated: August 19, 2004



Ben Ysura

SECRETARY OF STATE

By *Compt. 108*

214

FILED-EFFECTIVE



**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY**
(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1988 AUG 10 AM 10:35

SECRETARY OF STATE
STATE OF CALIFORNIA

1. A Certificate of Authority was issued to the corporation by your office on: 03/05/2004
authorizing it to transact business in the State of Idaho under the name of:
Simmons Company
2. Its corporate name has been changed to: Simmons Bedding Company
3. The name which it shall use hereafter in the State of Idaho is:
Simmons Bedding Company
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: Aug. 16, 2004 Corporation Name: Simmons Bedding Company

Signature: Earl C. Brewer

Typed Name: Earl C. Brewer

Capacity: Vice President

Customer Acct # :
(If using pre-paid account)

Глава 10

IDaho SECRETARY OF STATE
08/19/2004 05:00
CK: 92279 CT: 20168 BH: 761696
1 @ 36.00 = 36.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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Received 08-18-2004 02:44pm From -

To-FREPIE BERLIN

TOTAL P.03

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Delaware

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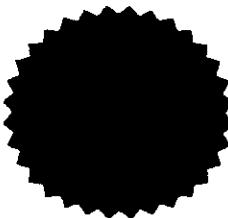
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SIMMONS COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SIMMONS BEDDING COMPANY", THE FOURTEENTH DAY OF JULY, A.D. 2004, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2585475 8320

040602033



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3300514

DATE: 08-17-04