

State of Idaho

Office of the Secretary of State

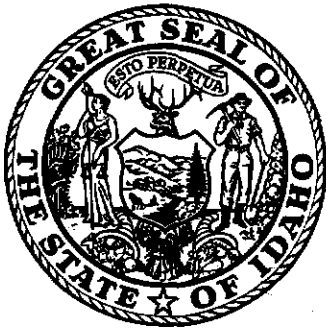
**CERTIFICATE OF AUTHORITY
OF
MATTRESS FIRM, INC.**

File Number C 195099

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, 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 Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 19, 2012



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

12 JUN 19 PM 3:55
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Mattress Firm, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: DE
4. Its date of incorporation is: 11/08/2002
5. The address of its principal office is:
5815 Gulf Fwy, Houston, TX 77023-5341
6. The address to which correspondence should be addressed, if different from item 5, is:
5815 Gulf Fwy, Houston, TX 77023-5341
7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, ID 83702
and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
R Stephen Stagner	Pres	5815 Gulf Fwy, Houston, TX 77023-5341
Jim R Black	CFO	5815 Gulf Fwy, Houston, TX 77023-5341

Dated: 06/13/2012

Signature: *Jim R Black*

Typed Name: Jim R Black

Capacity: CFO

[The signer must be a director or an officer of the corporation.]

Customer Acct # : _____

(If using pre-paid account)

Secretary of State use only

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forms\appreciation\authority_profit.pms
Revised 10/2008

IDAHO SECRETARY OF STATE
06/19/2012 05:00
CK: 26984 CT: 20168 BH: 1329009
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C195099

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATTRESS FIRM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3577556 8300

120754311

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9654122

DATE: 06-19-12