

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

SIMMONS BEDDING COMPANY, LLC

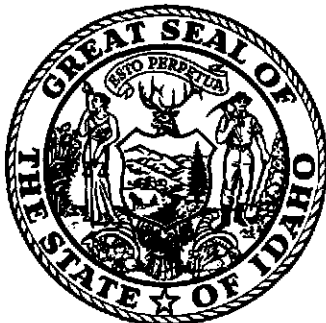
dba SIMMONS BEDDING COMPANY, LLC - DELAWARE

File Number W 143284

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 Uniform Limited Liability 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: October 17, 2014



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2014 OCT 17 PM 1:55

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Simmons Bedding Company, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

Simmons Bedding Company, LLC - Delaware

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

CT Corporation System

921 S Orchard Street, Suite G, Boise, Idaho 83705

5. The street and mailing address of the limited liability company's principal office is:

One Concourse Parkway, Suite 800, Atlanta, GA 30328

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Kristen McGuffey

One Concourse Parkway, Suite 800, Atlanta, GA 30328

8. The mailing address for future correspondence:

One Concourse Parkway, Suite 800, Atlanta, GA 30328

9. Signature of a manager, member or authorized person.

Signature

Ron Richmond

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

10/17/2014 05:00

CK:PREPAID CT:278665 BH:1445663

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W143284

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMMONS BEDDING COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5614854 8300

141293957

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1780691

DATE: 10-15-14