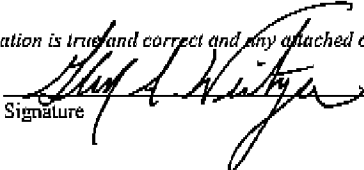


FORM PTO-1595
1-31-92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark OfficeRECORDATION FORM COVER SHEET
PATENTS ONLYMail Stop ASSIGNMENT RECORDATION SERVICES. Director of the U.S. Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450
sent via Facsimile to 1-703-306-5995

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Tempur World, Inc.		2. Name and address of receiving party(ies): Name: Tempur World, LLC Address: 1713 Jaggie Fox Way Lexington, KY 40511 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: December 29, 2003			
4. Application number(s) or patent number(s): A. Patent Application No.(s) See attached Filed: See attached Addendum A		B. Patent No.(s) See attached Addendum A	
Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Timothy M. Kelley Michael Best & Friedrich LLP 100 East Wisconsin Avenue Milwaukee, Wisconsin 53202-4108 Phone: (414) 271-6560		6. Total number of applications and patents involved: 10	
		7. Total fee (37 CFR 3.41):\$ 400.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Charged to Deposit Account	
		8. Deposit account number: 13-3080	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> Glen A. Weitzer (Reg. No. 48,337) Name of Person Signing Signature:  Date: 4-22-04 Attorney File 70163-9001 Total number of pages including cover sheet, attachments, and document: 4			
OMB No. 0651-0011 (exp. 4/94)			

CH \$400.00 133080 10379889

cc: Docketing

700079995

PATENT
REEL: 014539 FRAME: 0838

ADDENDUM A**UNITED STATES PATENTS AND APPLICATIONS****Application****Filed**

10/379,889	03/05/2003
10/415,629	05/01/2003
10/466,150	07/10/2003
10/356,376	01/31/2003
10/268,202	10/10/2002

Patent No.**Issued**

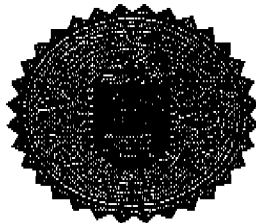
6,159,574	12/12/2000
6,541,094	04/01/2003
6,602,579	08/05/2003
6,578,218	06/17/2003
D456,660	05/07/2002

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TEMPUR WORLD, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TEMPUR WORLD, INC." TO "TEMPUR WORLD, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 6:35 O'CLOCK P.M.



3144312 8100V

040155074

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2968693

DATE: 03-04-04

PATENT

REEL: 014539 FRAME: 0840

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:17 PM 12/29/2003
FILED 06:35 PM 12/29/2003
SRV 030840749 - 3144312 FILE

State of Delaware**CERTIFICATE OF CONVERSION
FROM CORPORATION TO LIMITED LIABILITY COMPANY
TEMPUR WORLD, INC.**

TEMPUR WORLD, INC., a Delaware corporation, hereby certifies as follows:

1. The name of the converting corporation is Tempur World, Inc. (the "Corporation"), which was originally incorporated on December 16, 1999 under the name Tempur-World, Inc.

2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Tempur World, Inc.

3. The name of the limited liability company into which the Corporation shall be converted is Tempur World, LLC, as set forth in the Certificate of Formation of Tempur World, LLC, which is being filed concurrently herewith in accordance with the Delaware Limited Liability Company Act, as amended.

4. The conversion of the Corporation to Tempur World, LLC (the "Conversion") has been approved by the Board of Directors and the Stockholders of the Corporation in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

5. The Conversion shall be effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Conversion as of this 27th day of December, 2003.

TEMPUR WORLD, INC.

By: William H. Becker
Name: William H. Becker
Title: Assistant Treasurer