

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	CHANGE OF NAME
------------------------------	----------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SC US Acquisition Corp.		02/29/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Sleep Country USA, Inc.
Street Address:	7029 S. 220th Street
City:	Kent
State/Country:	WASHINGTON
Postal Code:	98032
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1785946	SLEEP COUNTRY USA
Registration Number:	1844912	WHY BUY A MATTRESS ANYWHERE ELSE?

CORRESPONDENCE DATA	
Fax Number:	(206)359-7680
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2063598000
Email:	pctrademarks@perkinscoie.com
Correspondent Name:	Perkins Coie LLP
Address Line 1:	1201 Third Avenue
Address Line 2:	Suite 4800
Address Line 4:	Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	31456-4000
--------------------------------	------------

NAME OF SUBMITTER:	Brent D. Sanders
---------------------------	------------------

Total Attachments: 14
 source=sc_us#page1.tif
 source=sc_us#page2.tif

CH \$65.00 1785946

source=sc_us#page3.tif
source=sc_us#page4.tif
source=sc_us#page5.tif
source=sc_us#page6.tif
source=sc_us#page7.tif
source=sc_us#page8.tif
source=sc_us#page9.tif
source=sc_us#page10.tif
source=sc_us#page11.tif
source=sc_us#page12.tif
source=sc_us#page13.tif
source=sc_us#page14.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SLEEP COUNTRY USA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

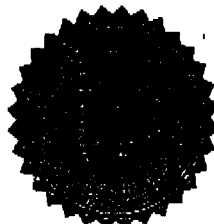
CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SC US ACQUISITION CORP." TO "SLEEP COUNTRY USA, INC.", FILED THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 2:05 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF APRIL, A.D. 2003, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



3139316 8100H

040531988

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3244642

DATE: 07-20-04

TRADEMARK
REEL: 002897 FRAME: 0792

Certificate of Incorporation

of

SC US Acquisition Corp.

1. The name of this corporation is SC US Acquisition Corp.
2. The registered office of this corporation in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock that this corporation shall have authority to issue is 3,000 shares of Common Stock, \$.01 par value per share. Each share of Common Stock shall be entitled to one vote.
5. The name and mailing address of the incorporator is Denise M. Annunciata, Ropes & Gray, One International Place, Boston, MA 02110.
6. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
7. The election of directors need not be by written ballot unless the by-laws shall so require.
8. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.
9. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TRADEMARK

REEL: 002897 FRAME: 0793

10. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit proceeding or claim, whether civil criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses) judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

12. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

13. The provisions of Section 203 of the Delaware General Corporation Law shall not apply to this corporation.

THE UNDERSIGNED, the sole incorporator named above, hereby certifies that the facts stated above are true as of this 20th day of December, 1999.

Denise M. Annunziata

Denise M. Annunziata

c/o Ropes & Gray

One International Place

Boston, Massachusetts 02110-2624

CERTIFICATE OF MERGER

OF

SLEEP COUNTRY USA OF OREGON, INC.
a Washington corporation

WITH AND INTO

SC US ACQUISITION CORP.
a Delaware corporation

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, SC US ACQUISITION CORP., a corporation organized under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") is as follows:

1. Sleep Country USA of Oregon, Inc., a Washington corporation ("SCORE")
2. SC US Acquisition Corp., a Delaware corporation ("Acquisition")

SECOND: That a Purchase Agreement including a Plan of Merger between SCORE and Acquisition (the "Agreement") has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and the laws governing mergers in the State of Washington.

THIRD: The surviving corporation (the "Surviving Corporation") shall be SC US Acquisition Corp.

FOURTH: The certificate of incorporation of Acquisition shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: That a copy of the executed Agreement is on file at the principal place of business of Acquisition, the address of which is c/o Fenway Partners, Inc., 152 West 57th Street, New York, New York 10019.

SIXTH: A copy of the Agreement will be furnished without cost upon the request of any stockholder of any of the Constituent Corporations.

SEVENTH: The authorized stock of SCORE is as follows: -

Constituent Name

Authorized Stock

SCORE

50,000 shares of common stock
with no par value

EIGHTH: That this Certificate of Merger shall be effective at such time as this Certificate is filed with the Secretary of State of the State of Delaware and the corresponding certificate of merger is filed with the Secretary of State of the State of Washington.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, being the Vice President of SC US Acquisition Corp. has executed this Certificate and hereby affirms under the penalties of perjury that its contents are true as of this 14th day of February, 2000.

SC US ACQUISITION CORP.,
a Delaware corporation

By: 

Reza B. Saichu, Vice President

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SC US ACQUISITION CORP.

SC US Acquisition Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of said corporation by unanimous written consent, adopted the following resolution:

RESOLVED That the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article 1 of the Certificate of Incorporation be amended to read as follows:

"1. The name of this Corporation is "Sleep Country USA, Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote thereon by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and that prompt notice of the taking of the foregoing action without a meeting has been given to those stockholders who have not consented in writing pursuant to Section 228(d) thereof.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Reza B. Satchu, its Vice President, this 29th day of February, 2000.

By: 
Reza B. Satchu, Vice President

CERTIFICATE OF MERGER

OF

ST ACQUISITION CORP.
a Delaware corporation

WITH AND INTO

SLEEP COUNTRY USA, INC.
a Delaware corporation

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, **SLEEP COUNTRY USA, INC.**, a corporation organized under the laws of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") is as follows:

1. **ST Acquisition Corp.**, a Delaware Corporation ("Acquisition")
2. **Sleep Country USA, Inc.**, a Delaware corporation ("Sleep Country")

SECOND: That a Plan of Merger between Sleep County and Acquisition (the "Plan") has been duly approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation (the "Surviving Corporation") shall be Sleep Country USA, Inc.

FOURTH: The certificate of incorporation of Sleep Country shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: That a copy of the executed Plan is on file at the principal place of business of Sleep Country, the address of which is c/o Fenway Partners, Inc., 152 West 57th Street, New York, New York 10019.

SIXTH: A copy of the Plan will be furnished without cost upon the request of any stockholder of any of the Constituent Corporations.

SEVENTH: The authorized stock of Acquisition is as follows:

<u>Constituent Name</u>	<u>Authorized Stock</u>
Acquisition	3,000 shares of common stock

EIGHTH: That this Certificate of Merger shall be effective at such time as this Certificate is filed with the Secretary of State of the State of Delaware.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, being the Vice President of SLEEP COUNTRY USA, INC., has executed this Certificate and hereby affirms under the penalties of perjury that its contents are true as of this 31st day of August, 2000.

SLEEP COUNTRY USA, INC.,
a Delaware corporation

By: Bradaigh Flor
Bradaigh Flor, Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:30 PM 04/07/2003
030229528 - 3139316

STATE of DELAWARE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

SLEEP COUNTRY USA, INC.

Pursuant to Section 242 and Section 245 of the General Corporation Law of the State of Delaware, Sleep Country USA, Inc. has adopted this Amended and Restated Certificate of Incorporation restating, integrating and further amending its Certificate of Incorporation (originally filed on December 20, 1999 under the name SC US Acquisition Corp.) which Amended and Restated Certificate of Incorporation has been duly proposed by the directors and adopted by the stockholders of this corporation (by written consent pursuant to Section 228 of said General Corporation Law) in accordance with the provisions of said Section 242 and Section 245.

The text of the Certificate of Incorporation is hereby further amended and restated to read in full as herein set forth:

1. Name. The name of this corporation is Sleep Country USA, Inc.
2. Registered Office. The name and address of the registered agent for service of process on the Corporation in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, in the County of New Castle.
3. Purpose. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. Stock. The total number of shares of stock that this corporation shall have authority to issue is 3,000 shares of Common Stock, \$0.01 par value per share. Each share of Common Stock shall be entitled to one vote.
5. Incorporator. The name and mailing address of the incorporator is: Denise M. Annunciata, c/o Ropes & Gray, One International Place, Boston, Massachusetts 02110-2624.
6. Change in Number of Shares Authorized. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(h)(2) of the General Corporation Law of the State of Delaware.

TRADEMARK

REEL: 002897 FRAME: 0803

7. Election of Directors. The election of directors need not be by written ballot unless the by-laws shall so require.

8. Authority of Directors. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

9. Liability of Directors. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. Indemnification. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. Records. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

12. Meeting of Stockholders of Certain Classes. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must

be taken at an annual or special meeting of stockholders and may not be taken by written consent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of April, 2003.

/s/ William S. Creekmuir

Name: William S. Creekmuir

Title: Vice President and Assistant Treasurer