

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Malachi Mattress America, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State DE, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 11/5/03

2. Name and address of receiving party(ies)

Name: Mattress Firm, Inc.

Internal Address:

Street Address: 5815 Gulf Freeway

City: Houston State: TX Zip: 77023

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State DE, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,915,716

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christopher E. Kondracki

Internal Address:

Street Address: 2001 Jefferson Davis, Hwy.

Suite 505

City: Arlington State: VA Zip: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

19-3545

DO NOT USE THIS SPACE

9. Signature.

Christopher E. Kondracki Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 14

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Conveying Party(ies)

MMA Acquisition Company, Inc.
Delaware Corporation

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MALACHI MATTRESS AMERICA, INC.", A DELAWARE CORPORATION, WITH AND INTO "MMA ACQUISITION COMPANY, INC." UNDER THE NAME OF "MATTRESS FIRM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF OCTOBER, A.D. 2002, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3577556 8100M

AUTHENTICATION: 2043054

020646152

DATE: 10-18-02

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REEL: 002757 FRAME: 0302

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MALACHI MATTRESS AMERICA, INC.
(a Delaware corporation)

INTO

MMA ACQUISITION COMPANY, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

MMA Acquisition Company, Inc., a corporation organized and existing under the Delaware General Corporation Law hereby certifies that:

FIRST: MMA Acquisition Company, Inc. (hereinafter called the "Corporation") is a corporation organized and existing under the Delaware General Corporation Law.

SECOND: The Corporation owns at least 90% of the outstanding shares of each class of the stock of Malachi Mattress America, Inc. ("MMA"), a corporation organized and existing under the Delaware General Corporation Law.

THIRD: The Corporation, by resolutions of its board of directors duly adopted by unanimous written consent on October 18, 2002 determined to merge (the "Merger") MMA into itself pursuant to Section 253 of the Delaware General Corporation Law, which resolutions are set forth on Exhibit A attached hereto and incorporated herein.

FOURTH: The Certificate of Incorporation of the Corporation is hereby amended by deleting Article One of the Certificate of Incorporation in its present form and substituting therefor new Article One in the following form: The name of the corporation is Mattress Firm, Inc. (hereinafter called the "Corporation").

FIFTH: The Merger shall be effective at 3:00 p.m., Eastern Time, on October 18, 2002.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 10/18/2002
020646152 - 3577556

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate of Ownership and Merger as of this 13th day of October, 2002.

MMA ACQUISITION COMPANY, INC.

By: W Kenneth Walker
Name: Kenneth Walker
Title: Vice President and Secretary

that such Certificate of Ownership and Merger has been filed and recorded and of the terms and conditions of the Merger;

RESOLVED FURTHER, that the Corporation relinquish its corporate name and assume in place thereof, the name "Mattress Firm, Inc.";

RESOLVED FURTHER, that the form, terms and provisions of the Notice of Merger and the Information Statement regarding the Merger (collectively, the "Information Statement") in the form of the respective drafts thereof previously reviewed by the undersigned are hereby, in all respects, approved; and further resolved that the officers or other agents of the Corporation are hereby authorized, empowered and directed to execute, to the extent necessary, and to deliver the Information Statement in the name of and on behalf of the Corporation to the appropriate holders of MMA Common Stock;

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the state of Delaware which may be in anyway necessary or proper to effect said Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute any documents, make any filing and take any other action which they, or any of them, deem necessary or appropriate to effectuate the purpose of the foregoing resolutions, and the execution by such officers of any such documents or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the documents so executed and the action so taken.

A-2

Witnessed and Certified Correct by

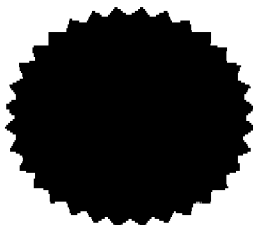
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF OWNERSHIP OF "MATTRESS FIRM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3577556 8101
020649361

AUTHENTICATION: 2045706

DATE: 10-21-02
TRADEMARK

REEL: 002757 FRAME: 0307

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/21/2002
020649361 - 3577536

**CORRECTED
CERTIFICATE OF OWNERSHIP AND MERGER
OF
MALACHI MATTRESS AMERICA, INC.
INTO
MMA ACQUISITION COMPANY, INC.**

**(Pursuant to Section 103(f) of the General Corporation Law
of the State of Delaware)**

I, Kenneth Walker, being the Vice President and Secretary of MMA Acquisition Company, Inc., do hereby certify as follows:

1. The Certificate of Ownership and Merger (the "Certificate") filed on October 18, 2002 contained an inaccurate record. The Certificate was erroneously filed with an incorrect description of the effective time of the merger in the Resolutions of Merger attached to the Certificate as Exhibit A.

2. Attached hereto is the entire Certificate in its corrected form.

IN WITNESS WHEREOF, I have duly executed this Corrected Certificate of Ownership and Merger as of this 21st day of October, 2002

Is\Kenneth Walker
Name: Kenneth Walker
Title: Vice President and Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MALACHI MATTRESS AMERICA, INC.
(a Delaware corporation)

INTO

MMA ACQUISITION COMPANY, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

MMA Acquisition Company, Inc., a corporation organized and existing under the Delaware General Corporation Law hereby certifies that:

1. MMA Acquisition Company, Inc. (hereinafter called the "Corporation") is a corporation organized and existing under the Delaware General Corporation Law.
2. The Corporation owns at least 90% of the outstanding shares of each class of the stock of Malachi Mattress America, Inc. ("MMA"), a corporation organized and existing under the Delaware General Corporation Law.
3. The Corporation, by resolutions of its board of directors duly adopted by unanimous written consent on October 18, 2002 determined to merge (the "Merger") MMA into itself pursuant to Section 253 of the Delaware General Corporation Law, which resolutions are set forth on Exhibit A attached hereto and incorporated herein.
4. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article One of the Certificate of Incorporation in its present form and substituting therefore new Article One in the following form: The name of the corporation is Mattress Firm, Inc. (hereinafter called the "Corporation").
5. The Merger shall be effective at 3:00 p.m., Eastern Time, on October 18, 2002.

IN WITNESS WHEREOF, the undersigned affirms as true the foregoing under penalties of perjury, and has executed this Certificate of Ownership and Merger as of this 18th day of October, 2002.

MMA ACQUISITION COMPANY, INC.

By: W Kenneth Walker
Name: Kenneth Walker
Title: Vice President and Secretary

EXHIBIT A**RESOLUTIONS OF MERGER**

WHEREAS, MMA Acquisition Company, Inc. (the "Corporation") owns in excess of 90 percent of the outstanding shares of each class of the stock of Malachi Mattress America, Inc., a Delaware corporation ("MMA"), and therefore may effect the merger of MMA with and into the Corporation as a short-form merger under Section 253 of the Delaware General Corporation Law ("DGCL");

WHEREAS, MMA's outstanding classes of stock consist of (i) shares of Preferred Stock, par value \$0.01 per share ("MMA Preferred Stock"), all of which are owned by the Corporation and (ii) shares of Common Stock, par value \$0.01 per share ("MMA Common Stock"), in excess of 90 percent of which are owned by the Corporation; and

WHEREAS, the Corporation desires to effect the merger of MMA with and into the Corporation as a shortform merger under Section 253 of the DGCL.

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that MMA be merged (the "Merger") with and into the Corporation effective at 3:00 p.m., Eastern time, on October 18, 2002;

RESOLVED FURTHER, that each share of MMA Common Stock held by stockholders of MMA at the time of the Merger (other than shares of MMA Common Stock owned by the Corporation) shall be cancelled and shall be converted automatically into the right to receive, for each share of MMA Common Stock, an amount in cash equal to \$0.75;

RESOLVED FURTHER, that that all liabilities and obligations of MMA be assumed by the Corporation upon the consummation of the Merger;

RESOLVED FURTHER, that other than the appraisal rights granted by Section 262 of the DGCL to the stockholders of MMA (other than the Corporation), no additional rights shall be granted by the Corporation or MMA to the stockholders of MMA in the Merger;

RESOLVED FURTHER, that the shares of MMA Preferred Stock and the shares of MMA Common Stock owned by the Corporation shall be cancelled upon consummation of the Merger;

RESOLVED FURTHER, that the president, a vice president, the secretary and/or the treasurer of the Corporation be and they hereby are directed to make and execute, on behalf of the Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge MMA with the Corporation, and the date of adoption thereof, and to file the same in the office of the secretary of state of Delaware;

RESOLVED FURTHER, that within 10 days after the filing and recording of the aforementioned Certificate of Ownership and Merger, the officers of the Corporation be and

hereby are directed to notify each stockholder of record of MMA, other than the Corporation, that such Certificate of Ownership and Merger has been filed and recorded and of the terms and conditions of the Merger;

RESOLVED FURTHER, that the Corporation relinquish its corporate name and assume in place thereof, the name "Mattress Firm, Inc.";

RESOLVED FURTHER, that the form, terms and provisions of the Notice of Merger and the Information Statement regarding the Merger (collectively, the "Information Statement") in the form of the respective drafts thereof previously reviewed by the undersigned are hereby, in all respects, approved; and further resolved that the officers or other agents of the Corporation are hereby authorized, empowered and directed to execute, to the extent necessary, and to deliver the Information Statement in the name of and on behalf of the Corporation to the appropriate holders of MMA Common Stock;

RESOLVED FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the state of Delaware which may be in anyway necessary or proper to effect said Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute any document, make any filing and take any other action which they, or any of them, deem necessary or appropriate to effectuate the purpose of the foregoing resolutions, and the execution by such officers of any such documents or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the documents so executed and the action so taken.