

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/23/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tempur-Pedic, Inc.		03/23/2007	CORPORATION:
RECEIVING PARTY DATA			
Name:	Tempur World, LLC		
Street Address:	1713 Jaggie Fox Way		
City:	Lexington		
State/Country:	KENTUCKY		
Postal Code:	40511		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2452364	SWEDISH SLEEP SYSTEM	
CORRESPONDENCE DATA			
Fax Number:	(859)514-5615		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	8595145615		
Email:	legal@tempurpedic.com		
Correspondent Name:	Tempur-Pedic International Inc.		
Address Line 1:	1713 Jaggie Fox Way		
Address Line 2:	Legal Department		
Address Line 4:	Lexington, KENTUCKY 40511		
ATTORNEY DOCKET NUMBER:	US-0012		
NAME OF SUBMITTER:	Tracy Cooke		
Signature:	/Tracy Cooke/		

CH \$40.00 2452364

900077028

TRADEMARK  
REEL: 003543 FRAME: 0541

Date:

05/16/2007

**Total Attachments: 7**

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# 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 THE CERTIFICATE OF MERGER, WHICH MERGES:

"TEMPUR-PEDIC, INC.", A KENTUCKY CORPORATION,  
WITH AND INTO "TEMPUR WORLD, LLC" UNDER THE NAME OF "TEMPUR WORLD, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 2007, AT 11:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF APRIL, A.D. 2007.

3144312 8100M

070352677



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5537521

DATE: 03-26-07

TRADEMARK  
REEL: 003543 FRAME: 0543

513 631 0116 P.03/03  
 State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 11:45 AM 03/23/2007  
 FILED 11:45 AM 03/23/2007  
 SRV 070352677 - 3144312 FILE

**STATE OF DELAWARE  
 CERTIFICATE OF MERGER OF A  
 FOREIGN CORPORATION INTO A  
 DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**FIRST:** The name of the surviving limited liability company is Tempur World, LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is Tempur-Pedic, Inc., a Kentucky corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the surviving limited liability company is Tempur World, LLC.

**FOURTH:** The merger is to become effective at 12:00 a.m. on April 2, 2007.

**FIFTH:** The Agreement of Merger is on file at 1713 Jaggie Fox Way, Lexington, Kentucky 40511, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the limited liability company on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Formation of the surviving limited liability company shall be its Certificate of Formation.

**IN WITNESS WHEREOF,** the surviving limited liability company has caused this certificate to be signed by an authorized officer, this 22 day of March, 2007.

Tempur World, LLC

By: Dale Williams

Dale Williams

Its: Sec VP + CFO

**ARTICLES OF MERGER  
OF  
TEMPUR-PEDIC, INC., A  
KENTUCKY CORPORATION  
INTO  
TEMPUR WORLD, LLC, A  
DELAWARE LIMITED LIABILITY COMPANY**


**0575963.06** MMcCulloh  
LAOM  
Trey Grayson  
Secretary of State  
Received and Filed  
03/23/2007 3:48:09 PM  
Fee Receipt: \$50.00

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned surviving limited liability company adopts the following articles of merger:

1. The name and jurisdiction of formation or organization or each constituent business entity which is to merge is: Tempur-Pedic, Inc., a Kentucky corporation and Tempur World, LLC, a Delaware limited liability company.
2. Attached hereto as Annex A and made a part hereof is an Agreement and Plan of Merger (the "Plan of Merger") pursuant to which Tempur-Pedic, Inc., a Kentucky corporation, shall merge with and into Tempur World, LLC, a Delaware limited liability company.
3. The name of the surviving business entity is: Tempur World, LLC, a Delaware limited liability company.
4. Tempur World, LLC, the surviving entity, agrees that it may be served with process in this Commonwealth in any proceeding for the enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of this Commonwealth, as well as for enforcement of any obligation of the surviving business entity arising from the merger. The surviving entity appoints the Secretary of State as its agent for service of process in any such proceeding. The address to which a copy of the process shall be mailed to it by the Secretary of State is 1713 Jaggie Fox Way, Lexington, Kentucky 40511.
5. The plan of merger was duly authorized and approved by each constituent business entity in accordance with the laws applicable to such business entity.
6. Tempur-Pedic, Inc. has 100 shares of common stock outstanding, constituting 100 votes entitled to be cast separately on the plan.
7. Tempur World, LLC, the sole shareholder of Tempur-Pedic, Inc. cast all 100 votes entitled to be cast in favor of the plan.
8. The merger is to become effective at 12:00 a.m. on April 2, 2007.

**IN WITNESS WHEREOF**, the surviving limited liability company has caused this certificate to be signed by an authorized officer, this 22 day of March, 2007.

Tempur World, LLC

By:   
Its: SR VP + CFO

**AGREEMENT AND PLAN  
OF  
MERGER**

This is an Agreement and Plan of Merger (this "Agreement"), between Tempur-Pedic, Inc., a Kentucky corporation ("Tempur-Pedic"), and Tempur World, LLC, a Delaware limited liability company ("Survivor").

1. Merger. Upon the terms and conditions set forth in this Agreement, Tempur-Pedic shall be merged into Survivor (the "Merger").

2. Surviving Business Entity. Tempur World, LLC, a Delaware limited liability company (previously defined as "Survivor") shall be the "Surviving Business Entity" of the Merger. The name of the Surviving Business Entity shall remain "Tempur World, LLC"

3. Statutory Merger. At 12:00 a.m., Lexington, Kentucky time on April 2, 2007 (the "Effective Time"), Tempur-Pedic shall be merged into and with Survivor on the terms and conditions of this Agreement and in accordance with the Kentucky Business Corporations Act and the Delaware Limited Liability Company Act.

4. Effect of Merger. From and after the Effective Time:

- (a) The Surviving Business Entity shall retain limited liability;
- (b) The separate existence of Tempur-Pedic shall cease;
- (c) The title to all real estate and other property owned by Tempur-Pedic and Survivor shall be vested in the Surviving Business Entity without reversion or impairment;
- (d) The Surviving Business Entity shall have all liabilities of Tempur-Pedic and Survivor;
- (e) A proceeding pending against Tempur-Pedic or Survivor may be continued as if the Merger did not occur or the Surviving Business Entity may be substituted for Tempur-Pedic and Survivor; and
- (f) Until changed or amended in accordance with the Certificate of Formation or applicable law, the Certificate of Formation and the Operating Agreement of Survivor will be the Certificate of Formation and the Operating Agreement of the Surviving Business Entity.

1

5. Effect of the Merger on the Equity Interests of the Companies. At the Effective Time, by virtue of the Merger and without any action on the part of Tempur-Pedic or Survivor:

(a) Each share of Tempur-Pedic common stock issued and outstanding immediately prior to the Effective Time shall automatically be canceled and shall cease to exist and no consideration shall be paid with respect thereto.

(b) Each unit of membership interest in Survivor issued and outstanding immediately prior to the Effective Time shall be unchanged.

6. Termination. If any action, suit, proceeding or claim has been instituted, made or threatened relating to the Merger which shall make consummation of the Merger inadvisable in the opinion of either the board of directors of Tempur-Pedic or the board of directors of Survivor, the board of directors of Tempur-Pedic or the board of directors of Survivor may terminate this Agreement at any time before the Effective Time by written notice to the other.

7. Headings. The headings in this Agreement have been inserted solely for ease of reference and shall not be considered in the interpretation of construction of this Agreement.

8. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute one and the same instrument.

9. Governing Law. This Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware and the United States.


**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**



IN WITNESS WHEREOF, Survivor and Tempur-Pedic have caused this Agreement to be executed by their duly authorized officers as of the date set forth in the preamble hereto.

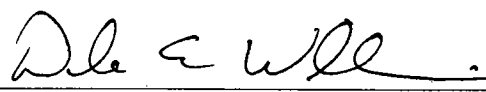
**TEMPUR-PEDIC:**

**TEMPUR-PEDIC, INC., a  
Kentucky corporation**

By:   
Name: Jason P. Broyles  
Title: VP of Finance

**SURVIVOR:**

**Tempur World, LLC, a  
Delaware limited liability company**

By:   
Name: Dale E. Williams  
Title: SR VP + CFO