

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/07/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sleep America, Inc.		03/07/2006	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	Sleep America, L.L.C.
Street Address:	1202 N. 54th Avenue
Internal Address:	Suite 111
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85043
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	75390843	SLEEP AMERICA
Serial Number:	76601905	SLEEP AMERICA
Serial Number:	78438042	WHERE AMERICA GOES TO SLEEP

CORRESPONDENCE DATA

Fax Number: (602)248-0522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 602-248-1089
 Email: mcs@jaburgwilk.com
 Correspondent Name: Maria Crimi Speth
 Address Line 1: 3200 North Central Avenue
 Address Line 2: Suite 2000
 Address Line 4: Phoenix, ARIZONA 85012

NAME OF SUBMITTER:	Maria Crimi Speth
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TRADEMARK

OP \$90.00 75390843

Signature:	/Maria Crimi Speth/
Date:	06/06/2008
Total Attachments: 7 source=Sleep America Articles of Merger#page1.tif source=Sleep America Articles of Merger#page2.tif source=Sleep America Articles of Merger#page3.tif source=Sleep America Articles of Merger#page4.tif source=Sleep America Articles of Merger#page5.tif source=Sleep America Articles of Merger#page6.tif source=Sleep America Articles of Merger#page7.tif	

AZ CORPORATION COMMISSION
FILED

MAR 07 2006

FILE NO. L-1262304-4

ARTICLES OF MERGER

SLEEP AMERICA, INC. MERGING 0790013-4

INTO

SCC SLEEP AMERICA, LLC. L-1262304-4
SUNVIDAN

TRADEMARK

REEL: 003791 FRAME: 0679

ARTICLES OF MERGER

Pursuant to the provisions of Arizona Revised Statute Section 29-754, the undersigned Arizona limited liability company adopts the following Articles of Merger:

1. SCC Sleep America, LLC, an Arizona limited liability company (the "Surviving Entity"), is the entity surviving a merger between the Surviving Entity and Sleep America, Inc., an Arizona corporation ("Sleep America Inc.").
2. The plan of merger is on file at the following office of the Surviving Entity: c/o Gallagher & Kennedy, P.A., 2575 East Camelback Road, Phoenix, Arizona 85016. The Surviving Entity will provide a copy of the plan of merger on request without cost to any person who holds an interest in the Surviving Entity or held shares in Sleep America, Inc.
3. Each business entity that is a party to the merger approved the plan of merger in the manner provided by law.

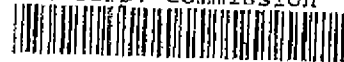
[Signature blocks appear on the following page.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger, as of
this 7th day of March, 2006.

SCC SLEEP AMERICA, LLC, an Arizona limited
liability company

By *Conita Janner*
Its: Manager

1332968/18646-0001



AZ CORPORATION COMMISSION
FILED

FEB 17 2006

ARTICLES OF ORGANIZATION
OF
SCC SLEEP AMERICA, LLC

FILE NO. L-1262304-4

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Arizona, hereby adopt the following Articles of Organization:

- Article 1.* The name of this limited liability company is "SCC Sleep America, LLC."
- Article 2.* The address of the registered office of this limited liability company is c/o Gallagher & Kennedy P.A., 2575 East Camelback Road, Phoenix, Arizona 85016-9225.
- Article 3.* The name and business address of the initial agent for service of process for this limited liability company are Gallagher & Kennedy Service Corporation, 2575 East Camelback Road, Phoenix, Arizona, 85016-9225
- Article 4.* Management of this limited liability company is reserved to one or more managers.
- Article 5.* The name and address of the Member of this limited liability company who owns a 20% or greater interest in the Company at the time of formation are:

Sleep Contry US Holding, Inc
c/o The Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

- Article 6* The name and address of the initial Managers of this limited liability company are:

Vicki Jones
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Peter A. Cicklich
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Marc A. Berger
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

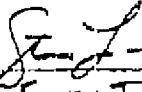
[Signature appears on the following page]

L-1262304-4

DATED: February 17th 2006.

By: _____

Is: _____


STEVEN T. LAWRENCE
Organizer

AZ CORPORATION COMMISSION
FILED

FEB 22 2006

EXPEDITED

FILE NO. L-1262304-4
FIRST AMENDMENT TO ARTICLES OF ORGANIZATION
OF
SCC SLEEP AMERICA, LLC

Pursuant to Arizona Revised Statutes Section 29-633, the undersigned limited liability company adopts the following amendment to its Articles of Organization:

1. The current name of the limited liability company is "SCC Sleep America, LLC."
2. The date of filing of the initial Articles of Organization was February 17, 2006.
3. The Articles of Organization are amended as follows:
 - a. Article 6 of the initial Articles of Organization is amended by restating Article 4 as follows:

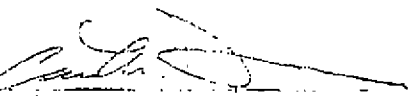
The names and addresses of the initial Managers of this limited liability company are:

Vicki Jones
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Candice M. Turner
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Marc A. Berger
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Organization of SCC Sleep America, LLC as of this 21st day of February, 2006.

By: 
Its: Manager

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AZ CORPORATION COMMISSION
FILED

EXPEDITED

MAR 07 2006

FILE NO. L-1262304-4 SECOND AMENDMENT TO ARTICLES OF ORGANIZATION
OF
SCC SLEEP AMERICA, LLC

Pursuant to Arizona Revised Statutes Section 29-633, the undersigned limited liability company adopts the following amendment to its Articles of Organization:

1. The current name of the limited liability company is "SCC Sleep America, LLC."
2. The date of filing of the initial Articles of Organization was February 17, 2006.
3. The Articles of Organization are amended as follows:

- a. Article 1 of the Articles of Organization is amended by restating Article 1 as follows:

The name of this limited liability company is "Sleep America, LLC."

- b. Article 6 of the Articles of Organization is amended by restating Article 6 as follows:


The names and addresses of the Managers of this limited liability company are:

Glen Antonuk
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Leonard Gaby
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

Deborah Gaby
c/o Gallagher & Kennedy, P.A.
2575 East Camelback Road
Phoenix, Arizona 85016

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Organization of SCC Sleep America, LLC as of this 7th day of March, 2006.

By: 
Its: Manager

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