

July 18, 2003

TO: Registration Section
Division of Corporations

SUBJECT: Quilters Co-op, Incorporated

FILED
03 JUL 29 AM 9: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam,

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mary Ann Lyons
Quilters Co-op, Inc.
P. O. Box 1034
Albrightsville, PA 18210

This address is valid from present date until October 15, 2003. After October 15, 2003 please send all correspondence to:

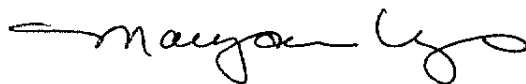
Mary Ann Lyons
902 Camino Real
Howey in the Hills, FL 34737

For further information concerning this matter, please call:

Mary Ann Lyons, at (570) 722-1526 from present date until October 15, 2003. After October 15, 2003 call (352) 324-1178.

Enclosed you will find a check for \$87.50 for the Filing Fee, Certificate of Status, and Certified Copy.

Thank you.



Mary Ann Lyons

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Quilters Co-op, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA 3. 72-1565077
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 30, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 902 Camino Real, Howey in the Hills, Florida 34737
(Principal office address)
Same
(Current mailing address)
8. Retail/consignment sales of quilts Resales of used sewing machines
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Mary Ann Lyons
Office Address: 902 Camino Real
Howey in the Hills, Florida 34737
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary Ann Lyons
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Mary Ann Lyons
Address: 902 Camino Real
Howey in the Hills, Florida 34737

Vice Chairman: _____
Address: _____

Director: GERARD A. LYONS
Address: 902 Camino Real
Howey in the Hills, Florida 34737

Director: _____
Address: _____

B. OFFICERS

President: Mary Ann Lyons
Address: 902 Camino Real
Howey in the Hills, Florida 34737

Vice President: _____
Address: _____

Secretary: Mary Ann Lyons
Address: 902 Camino Real, Howey in the Hills, FL 34737

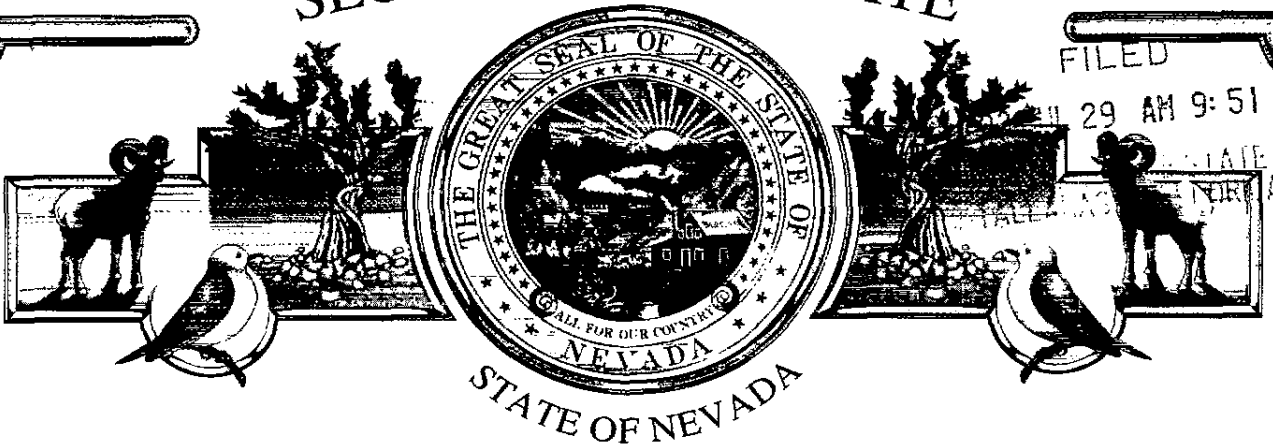
Treasurer: Mary Ann Lyons
Address: 902 Camino Real, Howey in the Hills, FL 34737

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mary Ann Lyons
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary Ann Lyons, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **QUILTERS CO-OP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **APRIL 30, 2003**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on April 30, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Stacey Oades
Certification Clerk