

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FURNITURE WAREHOUSE OUTLET INC., A MICHIGAN CORPORATION
(Name of corporation - must include suffix)

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:

BRIAN R. WEGNER

(Name of Person)

FURNITURE WAREHOUSE OUTLET INC.

(Firm/Company)

31635 SOUTH RIVER ROAD

(Address)

HARRISON TOWNSHIP, MI 48045

(City/State and Zip code)

For further information concerning this matter, please call:

BRIAN R. WEGNER

(Name of Person)

at (586) 484-6500

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

1. FURNITURE WAREHOUSE OUTLET INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

FWO INC.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. MICHIGAN

(State or country under the law of which it is incorporated)

3. 38-2907164

(FEI number, if applicable)

4. JANUARY 8, 1990

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 237 NORTH RIVER ROAD, MOUNT CLEMENS, MI 48045

(Principal office address)

31635 SOUTH RIVER ROAD, HARRISON TOWNSHIP, MI 48045

(Current mailing address)

8. WHOLESALE & RETAIL HOME FURNISHINGS

(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 NOT acceptable)

Name: BRIAN R. WEGNER

Office Address: 19925 GULF BLVD. UNIT 202

INDIAN SHORES, Florida 33785

(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.

[Handwritten Signature]

Officer

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN -3 PM 4: 25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: BRIAN R. WEGNER

Address: 237 NORTH RIVER ROAD, MOUNT CLEMENS, MI 48045

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: BONNIE M. WEGNER

Address: 237 NORTH RIVER ROAD, MOUNT CLEMENS, MI 48045

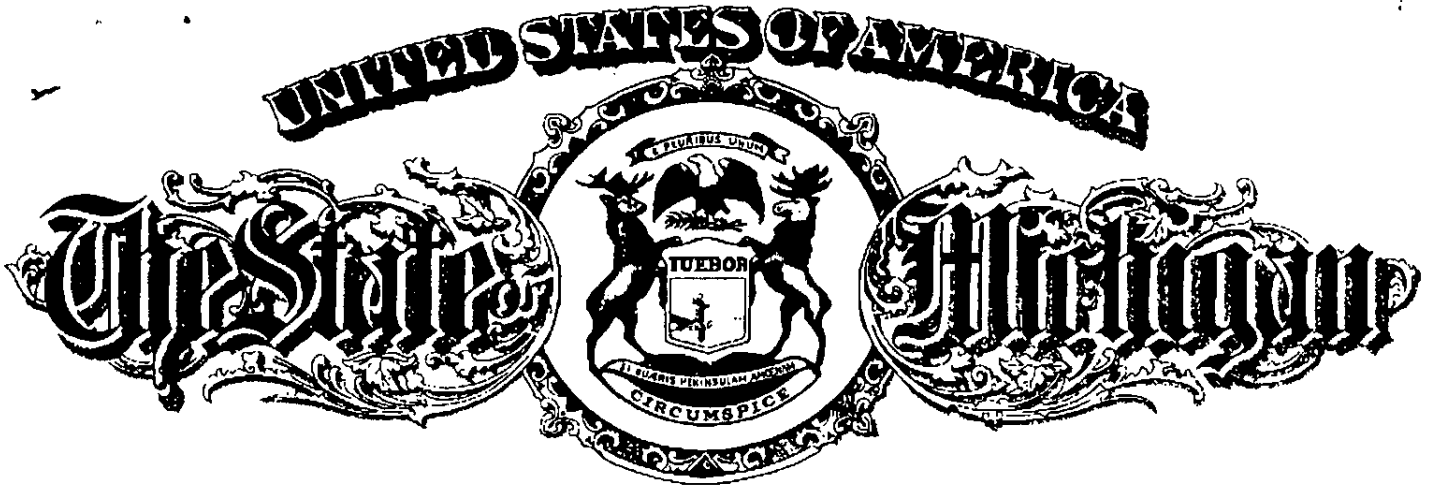
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____

(Signature of Director or Officer listed in number 12 of the application)

14. BRIAN R. WEGNER *Officer* _____

(Typed or printed name and capacity of person signing application)



Michigan Department of Labor & Economic Growth

Lansing, Michigan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to Certify That

FURNITURE WAREHOUSE OUTLET, INC.

a Michigan profit corporation was validly incorporated on January 8, 1990, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of December, 2007.

Andrew S. Mitchell, Director

Bureau of Commercial Services