1201 Hays Street
Tallahassee, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

F95000006319

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

95 DEC 27 ... 06
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 780211 4371A

AUTHORIZATION :

COST LIMIT : $ 70.00 Patricia Pizzuto

ORDER DATE : December 21, 1995

ORDER TIME : 3:12 PM

ORDER NO. : 780211

500001672355

CUSTOMER NO: 4371A

CUSTOMER: Vivian Godoy, Legal Assistant
Paul, Hastings, Janofsky &
555 S. Flower Street, 23rd Fl.

Los Angeles, CA 90071

W95-25041

A/12-

FOREIGN FILINGS

NAME: BJ ACQUISITION CORP

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XX QUALIFICATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 AM 10: 40

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

RECEIVED

95 DEC 29 AM 10: 21

DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

27

December 28, 1995

Submitted on the 27th Recd the 27th's file date

CSC NETWORKS

SUBJECT: BJ ACQUISITION CORP.
Ref. Number: W95000025041

We have received your document(s) in this office, however, the document is being returned for the following:

All signatures on your application must be originals. We cannot accept photocopied signatures.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00055532

please use 12-27-95 as file date thanks CSN

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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. BJ Acquisition Corp.
(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. Delaware
(State or country under the law of which it is incorporated)

3. 95-4556539
(FEI number, if applicable)

4. December 12, 1995
(Date of incorporation)

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

6. December , 1995
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 1925 Century Park East, Suite 810
Los Angeles, CA 90067
(Current mailing address)

8. Furniture Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 AM 10:40

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, **Florida,** 33324
(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.

By: X Thomas B Connolly
(Registered agent's signature) Thomas Connolly
Assistant Secretary

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 addresses of officers and/or directors:**

A. **DIRECTORS**

Chairman: Michael Fourticq

Address: 1925 Century Park East, Suite 810

Los Angeles, CA 90067

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. **OFFICERS**

President: Michael J. Fourticq

Address: 1925 Century Park East, Suite 810

Los Angeles, CA 90067

Vice President: Kenton S. Van Harten

Address: 1925 Century Park East, Suite 810

Los Angeles, CA 90067

Secretary: Kenton S. Van Harten

Address: 1925 Century Park East, Suite 810

Los Angeles, CA 90067

Treasurer: Kenton S. Van Harten

Address: 1925 Century Park East, Suite 810

Los Angeles, CA 90067

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

13. ______
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.

14. Kenton S. Van Harten, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BJ ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 AM 10:40

Edward J. Freel, Secretary of State

2569595 8300

950301828

AUTHENTICATION: 7760568

DATE: 12-20-95

F95000006319

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

FILED
96 APR 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 934843 4303194

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : April 29, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 934843

100001801251

CUSTOMER NO: 4303194

CUSTOMER: Ms. Hong Ta
Paul, Hastings, Janofsky &
555 S. Flower Street, 23rd Fl.

Los Angeles, CA 90071

FOREIGN FILINGS

NAME: BJ ACQUISITION CORP.

FI US MO

RECEIVED
95 APR 30 AM 11:17
DIVISION OF CORPORATIONS

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

NC
DRG 4/30

CONTACT PERSON: Karen B. Rozar

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(s. 607.1504, F.S.)

FILED
96 APR 30 PM 12: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. BJ Acquisition Corp.
Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: December 27, 1995

SECTION II (4-7) complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 29, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Brown Jordan Company

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

M J Fourticq
Signature

January 29, 1996
Date

Michael J. Fourticq
Typed or printed name

President
Title

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"BROWN JORDAN COMPANY", A NORTH CAROLINA CORPORATION,

WITH AND INTO "BJ ACQUISITION CORP." UNDER THE NAME OF "BROWN JORDAN COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 9:40 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2569595 8100M

960105963

AUTHENTICATION: 7905084

DATE: 04-12-96

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:40 AM 12/29/1995
950311878 - 2569595

**CERTIFICATE OF MERGER
OF
BROWN JORDAN COMPANY
INTO
BJ ACQUISITION CORP.**
(Pursuant to 8 Del. C. § 252)

BJ ACQUISITION CORP., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

(a) Brown Jordan Company, a North Carolina corporation; and

(b) BJ Acquisition Corp., a Delaware corporation.

2. An Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law.

3. The surviving corporation shall be BJ Acquisition Corp., the name of which shall be changed to "Brown Jordan Company" on the date on which the merger is effective, as provided in item 4 below.

4. On the date on which the merger is effective, Article I of the Certificate of Incorporation of BJ Acquisition Corp. shall be amended to read in its entirety as follows:

"The name of this Corporation is BROWN JORDAN COMPANY."

The Certificate of Incorporation of BJ Acquisition Corp., as so amended and in effect on the date on which the merger is effective, shall be the Certificate of Incorporation of BJ Acquisition Corp. as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable law.

5. The surviving corporation is a corporation of the State of Delaware.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of BJ Acquisition Corp. located at:

1925 Century Park East, Suite 810
Los Angeles, California 90067

7. A copy of the Agreement and Plan of Merger will be furnished by BJ Acquisition Corp., on request and without cost, to any stockholder of any of the constituent corporations.

8. The authorized capital stock of Brown Jordan Company, a North Carolina corporation, is 100,000 shares of Common Stock, par value $1.00 per share.

IN WITNESS WHEREOF, BJ ACQUISITION CORP. has caused this certificate to be executed by a duly authorized officer as of this 29th day of December, 1995.

BJ ACQUISITION CORP.,
a Delaware corporation

By: M. J. Fourticq
Michael J. Fourticq
President