



THE UNITED STATES CORPORATION COMPANY

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 SEP 28 AM 10:29

ACCOUNT NO. : 072100000032

REFERENCE : 384170 7126184

AUTHORIZATION : Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : September 23, 1999

ORDER TIME : 3:46 PM

ORDER NO. : 384170-005

800002999728--7

CUSTOMER NO: 7126184

CUSTOMER: Joann Gama, Legal Assistant
Linens 'n Things, Inc.
151 E. Post Road
Suite 111
White Plains, NY 10601

FOREIGN FILINGS

NAME: LINENS 'N THINGS, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Mimi Stephens

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RECEIVED 99 SEP 28 PM 4:44
FILED SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

BK 9/28/99

**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.

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1. LINENS 'N THINGS, 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. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPTEMBER 10, 1996 5. PERPETUAL DURATION
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6 BRIGHTON ROAD
CLIFTON, NJ 07015
(Current mailing address)

8. TO BUY, SELL AND GENERALLY DEAL IN AND WITH (AT WHOLESALE, RETAIL OR BOTH) ALL LINENS, DOMESTICS, DRAPERIES, HOME FURNISHINGS AND OTHER ACCESSORIES THERTO RELATED.
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: Corporation Service Company
[Signature]
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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As of July 2, 1999

LNT, INC
ADDRESSES FOR OFFICERS AND DIRECTORS

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DIVISION OF CORPORATIONS
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<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Norman Axelrod	President & Director	6 Brighton Road Clifton, NJ 07015	6 Sunflower Drive Upper Saddle River, NJ 0745
William T. Giles	Director, V. President, Chief Financial Officer & Assistant Secretary	6 Brighton Road Clifton, NJ 07015	59 Spier Drive S. Orange, NJ 07019
Hugh J. Scullin	Sr. Vice President & Director	6 Brighton Road Clifton, NJ 07015	106 Orion Way Neshanic Station, NJ 08853
Steven B. Silverstein	Sr. Vice President	6 Brighton Road Clifton, NJ 07015	6 Rivercrest Road Riverdale, NY. 10471
Brian Silva	Sr. Vice President	6 Brighton Road Clifton, NJ 07015	1 Short Drive Oyster Bay, NY 11771
Matthew J. Meaney	Vice President	6 Brighton Road Clifton, NJ 07015	29 Seminole Ave. Wayne, NJ. 07470
David Dick	Treasurer & Secretary	6 Brighton Road Clifton, NJ 07015	39 Maple Road W. Milford, NJ 074280
Denise Tolles	Assistant Secretary	6 Brighton Road Clifton, NJ 07015	10 Hamilton Road Scarsdale, NY 10583

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LINENS 'N THINGS, INC." 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 TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1999.

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AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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9991955

09-27-99



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: