

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-1

F00000003942

CONTACT: CINDY HICKS

DATE: 07-13-00

900003321839--8
-07/13/00--01013--024
*****70.00 *****70.00

REF. #: _____

CORP. NAME: Home Base, Inc

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3
- OTHER: _____

FILED
00 JUL 12 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 19790 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

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

Examiner's Initials _____

00 JUL 12 PM 9:57

RECEIVED

F00-3942

BA 7/14

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HOMEBASE, INC.

(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:

Ricardo Orozco

(Name of Person)

Charles Baclet and Associates, Inc.

(Firm/Company)

2030 Main Street, Suite 1030

(Address)

Irvine, CA 92614

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ricardo Orozco

(Name of Person)

at (949) 955-9585

(Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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. HOMEBASE, 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. July 25, 1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 3345 Michelson Drive
Irvine, CA 92612
(Current mailing address)

8. Retail Home Improvement
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

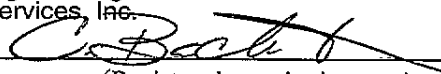
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(Zip code)

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TALLAHASSEE, FLORIDA

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.

NRAI Services, Inc.

(Registered agent's signature)
Charles Baclet, Vice President

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. _____

John L. Price, Vice President and Secretary

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

HOMEBASE INC.

Corporate Officers

Name & Address

Chairman of the Board, President and
Chief Executive Officer

Herbert J. Zarkin ^D
3345 Michelson Drive
Irvine, CA 92612

Executive Vice President,
Store Operations

Thomas F. Gallagher
3345 Michelson Drive
Irvine, CA 92612

Executive Vice President and
Chief Financial Officer

William B. Langsdorf
3345 Michelson Drive
Irvine, CA 92612

Executive Vice President,
Merchandising

Scott L. Richards
3345 Michelson Drive
Irvine, CA 92612

Senior Vice President,
Finance

Edward J. Weisberger ^D
(Through July 29, 2000)
3345 Michelson Drive
Irvine, CA 92612

Vice President, Merchandising

Michael K. Ace
3345 Michelson Drive
Irvine, CA 92612

Vice President, Treasurer

Steven G. Bowen
3345 Michelson Drive
Irvine, CA 92612

Vice President
Operations - Region 1

Richard C. Campagna
3345 Michelson Drive
Irvine, CA 92612

Vice President, Operations

Cornel Catuna
3345 Michelson Drive
Irvine, CA 92612

Vice President, Logistics and Replenishment

Richard J. Dickenson
3345 Michelson Drive
Irvine, CA 92612

Vice President, Merchandising

Edward J. Hahn
3345 Michelson Drive
Irvine, CA 92612

Vice President,
Operations - Region 3

William H. Huser
3345 Michelson Drive
Irvine, CA 92612

Vice President,
Management Information Systems

James A. Orr
3345 Michelson Drive
Irvine, CA 92612

Vice President,
General Counsel and Secretary

John L. Price
3345 Michelson Drive
Irvine, CA 92612

Vice President, Merchandising

Henry G. Ragin
3345 Michelson Drive
Irvine, CA 92612

Vice President, Finance

Scott R. Rosner
3345 Michelson Drive
Irvine, CA 92612

Vice President,
Operations - Region 2

Randy L. Sargent
3345 Michelson Drive
Irvine, CA 92612

Vice President, Marketing/Advertising

Virginia Sherman Silverman
3345 Michelson Drive
Irvine, CA 92612

Vice President, Finance

David A. Swanberg
3345 Michelson Drive
Irvine, CA 92612

Vice President, Human Resources

Constance J. Tolleson
3345 Michelson Drive
Irvine, CA 92612

Vice President,
Real Estate Development

Dave L. Weigel
3345 Michelson Drive
Irvine, CA 92612

Vice President, Merchandising

Patrick T. Young
3345 Michelson Drive
Irvine, CA 92612

Assistant Secretary

William B. Langsdorf
3345 Michelson Drive
Irvine, CA 92612

HOMEBASE INC.

Board of Directors

John D. Barr	3345 Michelson Drive Irvine, CA 92612
Robert W. Cox	3345 Michelson Drive Irvine, CA 92612
Ernest T. Klinger	3345 Michelson Drive Irvine, CA 92612
Harold Leppo	3345 Michelson Drive Irvine, CA 92612
Lorne R. Waxlax	3345 Michelson Drive Irvine, CA 92612
Edward J. Weisberger	3345 Michelson Drive Irvine, CA 92612
Herbert J. Zarkin (Chairman)	3345 Michelson Drive Irvine, CA 92612

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMEBASE, 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 THIRTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOMEBASE, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 1985.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0493253

DATE: 06-13-00