

REFERENCE

43,08508

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COST LIMIT : \$ 70.00

ORDER DATE: March 22, 2001

ORDER TIME :

10:21 AM

ORDER NO. : 089215-045

CUSTOMER NO:

4308508

CUSTOMER:

Pooja Alag, Legal Assistant

Jones Day Reavis & Pogue

North Point

901 Lakeside Avenue Cleveland, OH 44114 500003931605--9

FOREIGN FILINGS

NAME:

IMPERIAL HOME DECOR GROUP,

INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX _ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER:

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION T **BUSINESS IN FLORIDA**

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

l.		ome Decor Group, Inc.		
	words or abbre	oration; must include the word "INCORPOR viations of like import in language as will cloor partnership if not so contained in the name	earl	y indicate that it is a corporation instead of a
2.	Delaware		3.	34-1948434
	(State or count	try under the law of which it is incorporated)		(FEI number, if applicable)
4.	February 2	26, 2001	5.	Perpetual
	(Da	te of incorporation)		(Duration: Year corp. will cease to exist or "perpetual")
6.	Upon Qualif	ication		
		(SEE SECTIONS 607.1 L Counsel, 23645 Mercantile Road		transacted business in Florida, insert "upon qualification."), 607.1502 and 817.155, F.S.)
<i>'</i> -		(Principal office	add	ress)
	23645 Merca	antile Road, Cleveland, Ohio 4412:	2	
		(Current mailing		ress)
8.	related p	in the design, manufacture an roducts. To engage in any act	d ı	
	(Purpose	(s) of corporation authorized in home state of	rcc	ountry to be carried out in state of Florida)
9.	Name and st	reet address of Florida registered age	at:	(P.O. Box or Mail Drop Box NOT acceptable)
	Name:	Corporation Service Company		
Οſ	ffice Address:	1201 Hays Street		
		Tallahassee		Florida 32301
		(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.

(Registered agent's signature)

Lisa Mulligan, Assistant 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 business addresses of officers and/or directors:

		9	
Chairman: See attached officers/d	irectors rider	2°C 4	2
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ice Chairman:		<u>~}₹</u>	7. O.
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s. OFFICERS resident: See attached officers/di	rectors rider		
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ice President:			
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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Imperial Home Decor Group, Inc.

THE SO PLY 200

List of Officers

Name: Doug R. Kelly Title: President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Suzanne Schulze Taylor Title: Secretary

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Scott R. Levin Title: Treasurer

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Michael Landau Title: President--Marketing

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Jim Brady Title: Vice President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Tracey E. Kooser Title: Vice President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Jim Holthus Title: Vice President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Steve Jonker Title: Vice President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Harry Todd Title: Vice President

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Daniel Behrendt Title: Controller

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Dennis Schulz Title: Assistant Treasurer

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

List of Directors

Name: Doug R. Kelly Term: Dec 31, 2001

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Scott R. Levin Term: Dec 31, 2001

Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

CONSENT TO USE THE NAME

IMPERIAL HOME DECOR GROUP, INC.

WHILE CONDUCTING BUSINESS IN THIS STATE

Attached, please find (i) an application of The Imperial Home Decorption (US) LLC to withdraw its foreign qualification to do business in this State and (ii) an application of Imperial Home Decor Group, Inc. to obtain foreign qualification to do business in this State. In the event that any of the material filed by either company is deficient in any manner, The Imperial Home Decor Group (US) LLC, by action of its sole member, IHDG Realty, Inc. (formerly named, The Imperial Home Decor Group Inc.), does hereby consent to Imperial Home Decor Group, Inc.'s use of the following name while conducting business in this State:

IMPERIAL HOME DECOR GROUP, INC.

IN WITNESS WHEREOF, the undersigned's duly authorized representative has executed this consent this 25th day of March, 2001.

THE IMPERIAL HOME DECOR GROUP (US) LLC

Suzanne Schulze Taylor

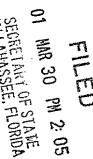
Authorized person signing on behalf of

IHDG Realty, Inc.

State of Delaware Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMPERIAL HOME DECOR GROUP 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-NINTH DAY OF MARCH, A.D. 2001.

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





Warriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1052995

DATE: 03-29-01