



THE UNITED STATES
CORPORATION
COMPANY

F01000001739

ACCOUNT NO. : 072100000032

REFERENCE : 089215 4308508

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. *(6)*

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: _____

3/30

RECEIVED
01 MAR 30 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Imperial Home Decor Group, 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. 34-1948434
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 26, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
c/o General Counsel, 23645 Mercantile Road
7. Cleveland, Ohio 44122
(Principal office address)

23645 Mercantile Road, Cleveland, Ohio 44122
(Current mailing address)
To engage in the design, manufacture and marketing of wallcovering and related products. To engage in any act or activity for which corporations may be organized.
8. _____
(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
(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.

Corporation Service Company

By: Lisa Mulligan

(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:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Suzanne Schulze Taylor
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Suzanne Schulze Taylor, Secretary
(Typed or printed name and capacity of person signing application)

FILED
01 MAR 30 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Imperial Home Decor Group, Inc.

01 MAR 30 PM 2:05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Decor Group (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

By: Suzanne Schulze Taylor
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.

FILED
01 MAR 30 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1052995

DATE: 03-29-01