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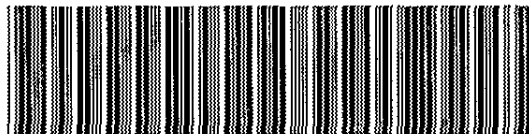
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TALLAHASSEE, FLORIDA

J. BRYAN OCT 25 2002



ACCOUNT NO. : 072100000032

REFERENCE : 794701 4332425

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 78.75

ORDER DATE : October 24, 2002

ORDER TIME : 11:53 AM

ORDER NO. : 794701-005

CUSTOMER NO: 4332425

CUSTOMER: Ms. Lauree Seko
Cairncross & Hempelmann
524 Second Avenue
Suite 500
Seattle, WA 98104-2323

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FOREIGN FILINGS

NAME: SMOOTH CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

**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. SMOOTH CORPORATION

(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. Washington

(State or country under the law of which it is incorporated)

3. 91-1988488

(FEI number, if applicable)

4. July 15, 1999

(Date of incorporation)

5. Perpetual

(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.)

7. 10620 NE 8th Street, Suite 102, Bellevue, WA 98004

(Principal office address)

(same as above)

(Current mailing address)

8. Sale of floor coverings

(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

(City)

, 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.

Corporation Service Company

(Registered agent's signature)

Brian Courtney
Asst. V. Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached for list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *See attached for additional officers*

President: President/CEO Steven Simonson

Address: 10620 NE 8th Street, #102

Bellevue, WA 98004

Vice President: None

Address: _____

Secretary: Michael Pinkowski

Address: 10620 NE 8th Street, #102, Bellevue, WA 98004

Treasurer: Steven Simonson,

Address: 10620 NE 8th Street, #102, Bellevue, WA 98004

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. Michael Pinkowski, Secretary

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

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SMOOTH CORPORATION

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION

U.B.I. NO. 601 968 460

Board of Directors:

Michael Hanna
10620 NE 8th Street, Suite 102
Bellevue, WA 98004

Gary Schwartz
10620 NE 8th Street, Suite 102
Bellevue, WA 98004

Steven Simonson
10620 NE 8th Street, Suite 102
Bellevue, WA 98004

Additional Officers:

Chief Information Officer

Rick Altenhofen
10620 NE 8th Street, Suite 102
Bellevue, WA 98004

Chief Operating Officer

Michael Pinkowski
10620 NE 8th Street, Suite 102
Bellevue, WA 98004

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STATE of WASHINGTON



SECRETARY of STATE

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SMOOTH CORPORATION

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on July 15, 1999.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: October 17, 2002

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

ek 
Sam Reed, Secretary of State

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