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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 MAY 22 AM 11:30
DEPT. OF STATE
CORPORATIONS
DIVISION
TALLAH. SEC. FLORIDA

CT CORPORATION

May 22, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY 22 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5852932 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Thomas Kinkadee Stores, Inc. (CA)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. Thomas Kinkadee Stores, 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. California 3. 77-0245002
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 6, 1990 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.)
7. 900 Lightpost Way, Morgan Hill, CA 95037
(Principal office address)
900 Lightpost Way, Morgan Hill, CA 95037
(Current mailing address)
8. To engage in any lawful act or activity authorized for corporations under California law
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

Connie Bayan *Special*
Asst. Secretary
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Anthony Thomopoulos (sole director)

Address: Thomas Kinkade Stores, Inc., 900 Lightpost Way, Morgan Hill, CA 95037

Director: _____

Address: _____

B. OFFICERS

President: Anthony Thomopoulos

Address: Thomas Kinkade Stores, Inc., 900 Lightpost Way, Morgan Hill, CA 95037

Vice President: Robert Murray

Address: Thomas Kinkade Stores, Inc., 900 Lightpost Way, Morgan Hill, CA 95037

Secretary: Robert Murray

Address: Thomas Kinkade Stores, Inc., 900 Lightpost Way, Morgan Hill, CA 95037

Treasurer: Herbert D. Montgomery

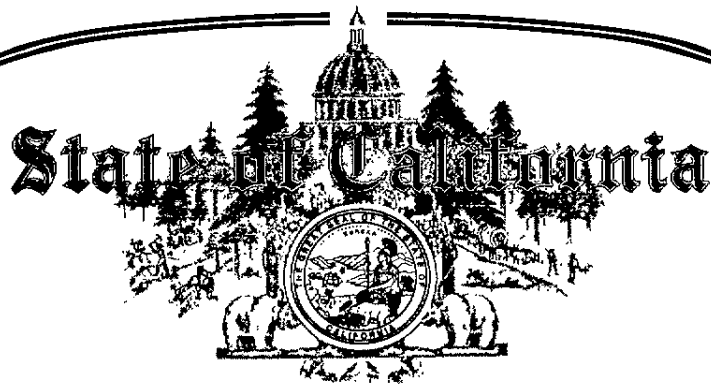
Address: Thomas Kinkade Stores, Inc., 900 Lightpost Way, Morgan Hill, CA 95037

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

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STATE OF FLORIDA
TALLAHASSEE



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

FILED
03 MAY 22 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

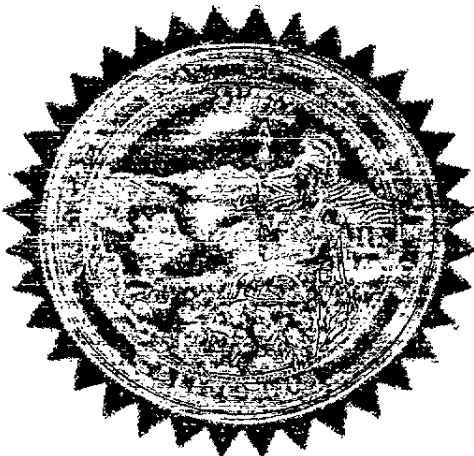
That on the **6TH day of MARCH, 1990, THOMAS KINKADE STORES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 15, 2003.

Kevin Shelley
KEVIN SHELLEY
Secretary of State