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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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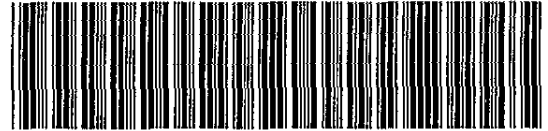
(Business Entity Name)

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DIVISION OF CORPORATION

F03-335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT CORPORATION

July 7, 2003

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

Re: Order #: 5887809 SO
Customer Reference 1: Color Guild International
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

COLOR GUILD INTERNATIONAL, INC. (DE)
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

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Color Guild International, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 23-7118358
(FEI number, if applicable)
4. May 16, 1978
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 1215 Millenium Parkway
Brandon, FL 33511
(Current mailing address)
8. See Exhibit "A"
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Joe Poliseo
(Name)
1215 Millenium Parkway
(Office address)
Brandon, Florida, 33511
(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)

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

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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: Mark Uglem

Address: 11623 Oakview Court
Champlin, MN 55316-2624

Vice Chairman: N/A

Address: _____

Director: See Exhibit "B" attached hereto

Address: _____

Director: _____

Address: _____

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

President: Regina Haley Pakradooni

Address: 1316 Wyngate Road
Wynnewood, PA 19096

Vice President: Kevin O'Connor

Address: "Mariposa" Mooretown
Celbridge, Co, Kildare, Ireland


Secretary: David M. O'Leary

Address: 4373 Aztec Way, Okemos, MI 48864

Treasurer: Joe DeAngelis

Address: 25 Appleton Road, Wakefield, MA 01880

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)

David M. O'Leary, Secretary
(Typed or printed name and capacity of person signing application)

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Exhibit "A"

The purposes for which this Corporation is organized are as follows:

1. To promote and foster the distribution of products bearing the trademark "Color Guild" and/or "New Look of Color;" to promote the interchange of merchandising ideas and experiences among the members of this Corporation; to promote the use of the name "Color Guild Associates, Inc." and build good will around the name; to print or publish matter produced as advertising or promotional media for products bearing the trademark "Color Guild;" to foster, promote or organize advertising campaigns, schemes or ideas by itself or in conjunction with others in the distribution and marketing of products bearing the aforementioned trade name; to further the social and educational activities of the members of the said Corporation; to act as a trustee under trust incidental to the principal objects of the Corporation and to receive, hold, administer, and expend funds, property, and/or bonds subject to such trusts; to use in carrying out the purposes of this Corporation such emblems, badges, trademark designs or insignia as it may adopt; to establish local, state, regional or national, clubs, auxiliaries or other organizations and license or charter the same; to publish newspapers, magazines, books or other publications having to do with the interests or purposes of this Corporation and/or its members or any allied interest. All of the foregoing shall be done on a non-profit basis.

2. To purchase materials, supplies and services for the members of the Corporation on a cooperative and non-profit basis and to enter into contracts and other necessary arrangements for such purposes; to provide centralized purchasing facilities, and/or auxiliary facilities to fulfill this function, and privileges to the members and to arrange distribution of savings arising from such purchases to the members according to individual arrangements and on the basis of the volume of business done by the members.

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EXHIBIT "B"
DIRECTORS

Regina Haley Pakradooni
1316 Wyngate Road
Wynnewood, PA 19096

Kevin O'Connor
"Mariposa" Mooretown
Celbridge, Co, Kildare, Ireland

David M. O'Leary
4373 Aztec Way
Okemos, MI 48864

Joe DeAngelis
25 Appleton Road
Wakefield, MA 01880

Jim Dabbs
342 Sundance Circle
Palm Desert, CA 92211

Yvonne Provencal
950 Raymur Avenue
Vancouver, B.C., Canada V6A 3L5

Rick Strube
2814 Silver Star Road
Orlando, FL 32808

Jack Ward
4229 Tuckahoe Road
Memphis, TN 38117

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLOR GUILD INTERNATIONAL, 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 TENTH DAY OF JUNE, A.D. 2003.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2463890

DATE: 06-10-03