

F04 000000 337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

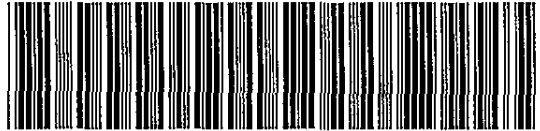
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
George Herzog GAVE
AUTHORIZATION BY PHONE TO
CORRECT #1 - Change name to
DATE 1-21-04 match SERE.
DOC. EXAM mst

Office Use Only

*1/24
cust*



300024560333

11/12/03--01041--020 **70.00

CLERK OF COURT
TALLAHASSEE, FLORIDA

04 JAN 21 PM 2:16

FILED



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 17, 2003

DUANE ANDERSON
TEXWOOD FURNITURE LTD
1353 W. 2ND ST.
TAYLOR, TX 76574

SUBJECT: SAGUS ACQUISITION CORP
Ref. Number: W03000034163

04 JAN 21 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

International

We have received your document for SAGUS ACQUISITION CORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 803A00062232

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. SAGUS-INTERNATIONAL, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 71-0929037
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 5, 2003 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. 1302 Industrial Blvd Temple, TX 76503
(Principal office address)

PO Box 608 Temple, TX 76503
(Current mailing address)

8. Manufacturer of School Furniture and Equipment
(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)

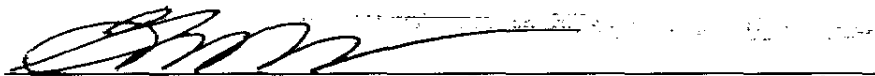
Name: George Herzog

Office Address: 219 Lancer Oak Dr

Apopka, Florida 32712
(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 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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JAN 21 PM 2:16

FILED

A. DIRECTORS

Directors: Andy Bacas and Tim Fay
Chairman:
Address: Key Principal Partners - 3 Embarcadero Center, San Francisco
CA 94111

Director: Robert Bernstein
Vice Chairman:
Address: Leeds Weld & Co. 660 Madison Ave 15th Floor
New York, NY 10021

Director: Wyman Harris and Telly Hoimes
Address: Harris and Hoimes, 23F Main Street
Tiburon CA 94920

Director: Jonathan Newcomb - Gus Spanos and John Hansen
Address: Jesse Hansen & Co.
451 Jackson Street, 3rd Floor San Francisco, CA

B. OFFICERS

President: Richard Parker
Address: 1302 Industrial Blvd. Temple TX 76504

Vice President: Bill Battershell
Address: 1302 Industrial Blvd. Temple TX 76504

Secretary: Bill Battershell
Address: 1302 Industrial Blvd. Temple TX 76504

Treasurer: Bill Battershell
Address: 1302 Industrial Blvd. Temple TX 76504

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Bill Battershell
(Signature of Director or Officer listed in number 12 of the application)

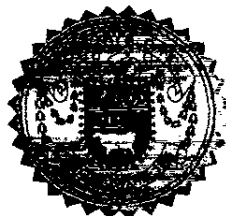
14. Bill Battershell, Officer - VP/CFO/Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAGUS 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3596219 8300

AUTHENTICATION: 2835040

0000000000

DATE: 12 24 03