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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

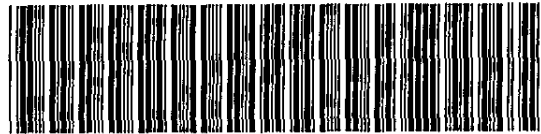
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TALLAHASSEE, FLORIDA

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JUN 15 2006

\$ 78.75

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Anna's Linen, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

File 2nd

SPECIAL INSTRUCTIONS

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. Anna's Linens, 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. 330244273

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 29, 2005 5. perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3550 Hyland Avenue, Costa Mesa, California 92626

(Principal office address)

3550 Hyland Avenue, Costa Mesa, California 92626

(Current mailing address)

8. Any lawful corporate purpose.

(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 NOT acceptable)

Name: Paracorp Incorporated

Office Address: 236 East 6th Avenue

Tallahassee, Florida, Florida 32303

(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:

A. DIRECTORS

Chairman: _____

Address: _____

_____ Please see the attached. _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____ Please see the attached. _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____ 

(Signature of Director or Officer listed in number 12 of the application)

14. Alan Gladstone, President 6/7/05

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

OFFICERS OF ANNA'S LINENS, INC., a Delaware corporation
(Formerly Anna's Linen Company, a California corporation)

<u>Officer Name</u>	<u>Position</u>	<u>Address</u>
Alan Gladstone	President, CEO & Chairman of the Board	3550 Hyland Ave. Costa Mesa, CA 92626
Michael Harnetiaux	Chief Financial Officer	3550 Hyland Ave. Costa Mesa, CA 92626
Carie Doll	Secretary	3550 Hyland Ave. Costa Mesa, CA 92626

DIRECTORS OF ANNA'S LINENS, INC., a Delaware corporation
(Formerly Anna's Linen Company, a California corporation)

<u>Officer Name</u>	<u>Position</u>	<u>Address</u>
Alan Gladstone	Chairman	3550 Hyland Ave. Costa Mesa, CA 92626
Peter Breck	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Howard Behar	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Patricia Pineda	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Melvin Schneck	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Dale S. Miller	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Jim Coufos	Director	3550 Hyland Ave. Costa Mesa, CA 92626
Loren Pannier	Director	3550 Hyland Ave. Costa Mesa, CA 92626

Delaware

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The First State

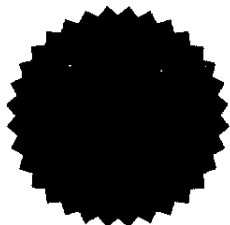
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANNA'S LINENS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANNA'S LINENS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3946437 8300

050465687



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State


AUTHENTICATION: 3924395

DATE: 06-03-05

**AFFIDAVIT OF THE PRESIDENT OF
ANNA'S LINEN COMPANY
NOT TO REVOKE ITS WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

I, Alan Gladstone, declare to the Florida Division of Corporations under penalty of perjury at Costa Mesa, California, on June 3, 2005, that:

1. I am the President of Anna's Linen Company (hereinafter referred to as the "Corporation").
2. Anna's Linen Company, a California corporation, is submitting the enclosed *Application By Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida* to withdraw its authority to transact business in Florida, with immediate effect, because it is merging into and will be succeeded by Anna's Linens, Inc., a Delaware corporation. Since this corporation will not be the surviving corporation through the merger, it's withdrawal will not be revoked.



Alan Gladstone, President