F05000004173			
(Requestor's Name) (Address) (Address)	200057589492		
(City/State/Zip/Phone #)	FILED 05 JUL 20 PH 3: 38 TALLAHASSEE, FLORIDA		
Office Use Only			

CSC.

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TALLAHASSEE, FLOOR 3:38 CORPORATION SERVICE COMPARY. ACCOUNT NO. : 07210000032 REFERENCE : 489281 4309451 AUTHORIZATION : atricia / mento COST LIMIT : \$ 70.00 -----------ORDER DATE : July 18, 2005 ORDER TIME : 10:48 AM ORDER NO. : 489281-030 CUSTOMER NO: 4309451 CUSTOMER: Wenchi Liu Morgan, Lewis & Bockius Llp 101 Park Avenue 45th Floor New York, NY 10178-0060 FOREIGN FILINGS

> NAME: PFALTZGRAFF FACTORY STORES, INC.

XXXX_ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 2915

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.

			IN FLORIDA	3 N
REGISTER A FO	DREIGN CORPORATION TO TRANSAC		TATUTES, THE FOLLOWING IS SUBMITTED TO BUSINESS IN THE STATE OF FLORIDA.	FIL ED PH 3: 38
I. Pfaltzgraff Fac	corporation; must include "INCORPORATE	n'	" "COMPANY " "COPPORATION "	2 3 O
	Corp," "Inc," "Co," or "Corp.")	,		51215 BC :S: 38
(If name unavai	lable in Florida, enter alternate corporate nar	336	adopted for the purpose of transacting business in Florida)	•
2. Delaware		3.	Pending	-
(State or country	under the law of which it is incorporated)		(FEI number, if applicable)	
4. 06/15/2005		5.	Perpetual	
(Date	e of incorporation)		(Duration: Year corp. will cease to exist or "perpetual")	
6. 07/08/2005				
7. One Merrick Ave	enue, Westbury, NY 11590 (Principal office a		i02, F.S., to determine penalty liability)	
same			··	
	(Current mailing a	ddz	rçss)	
3. To operate store	s for the sale of household goods.	_		
(Purpose()	s) of corporation authorized in home state or	¢Ø	untry to be carried out in state of Florida)	
	at address of Florida resistand scene. (I	0.	. Box NOT acceptable)	
). Name and <u>stree</u>	er augress of Fiorida registered agent: (F			
9. Name and <u>stree</u> Name:	Corporation Service Compa	an	<u>y</u>	
	·	an	<u>y</u>	
Name:	Corporation Service Comp	an	y, Florida32301	

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 Laura R. Dunlap as its agent By: Kama R. Dunk (Registered sgent'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

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Chairman:	SEB ATTACHMENT
Address:	
	man;
Address: _	
Address: _	
-	
Director: _	
Address: _	
_	
B. OFFIC	CERS
President:	SEE ATTACHMENT
Address: _	
_	
Vice Presid	ent:
Address:	
NOTE: If	necessary, you may attach an addendum to the application listing additional officers and/or directors.
13	(mat the
	(Signature of Director or Officer listed in number 12 of the application)
14	Craig A. Phillips Secy.

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

Attachment Directors and Officers

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Jeffrey Siegel	President and Chief Executive Officer Director (Chairman)	Business: One Merrick Avenue Westbury, NY 11590 (516) 203-3203 facsimile: (516) 683-6006
		Residential: 35 Split Rock Drive Kings Point, NY 11024
Ronald Shiftan	Assistant Secretary	Business: One Merrick Avenue
	Director (Vice Chairman)	Westbury, NY 11590 (516) 203-3206 facsimile: (516) 683-6006
		Residential: 36 East River Road Rumson, NJ 07760
Robert McNally	Vice President – Finance Assistant Secretary	Business: One Merrick Avenue Worthur: NV 11500
	Director	Westbury, NY 11590 (516) 203-3500 facsimile: (516) 450-1017
		Residential: 10 Tree Top Terrace Smithtown, NY 11787
Craig Phillips	Secretary	Business: 12 Applegate Drive Robbinsville, NJ 08691 (609) 208-1500 ext. 331 facsimile: (609) 208-2598
		Residential: 21 Merrick Avenue Staten Island, NY 10301

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PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PFALTZGRAFF FACTORY STORES, 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 EIGHTEENTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PFALTZGRAFF FACTORY STORES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JUNE, A.D. 2005.

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



39860**49**8300 050591852

arriet Smith Windson

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 4028043

DATE: 07-18-05