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# FurnitureBrands

Furniture Brands International  
101 South Hanley Road  
St. Louis, Missouri 63105  
314.863.1100 Tel  
314.863.5306 Fax

Nancy Medvick  
*Administrative Assistant*

**Direct Dial**  
*(314) 862-7111*  
**Direct Fax**  
*(314) 862-7114*  
*nmedvick@furniturebrands.com*

December 22, 2005

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## VIA FEDEX PRIORITY OVERNIGHT

**Re: HDM Retail, Inc.**  
**Expedited Service Requested**

To Whom It May Concern:

Enclosed please find the following:

1. Application for Certificate of Authority for HDM Retail, Inc.
2. Delaware Certificate of Existence for HDM Retail, Inc.
3. Check in the amount of \$78.75 representing the filing fee.

Once the Qualification is complete, please return a file marked copy to me in the enclosed pre-addressed FedEx envelope. Should you have any questions, please call me at (314) 862-7111.

Thank you for your assistance in this matter.

Very truly yours,

*Nancy Medvick*

/nem

Enclosures

You're Home. We're There.

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HDM Retail, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nancy Medvick  
(Name of Person)

Furniture Brands International, Inc.  
(Firm/Company)

101 S. Hanley, Ste. 1900  
(Address)

St. Louis, MO 63105  
(City/State and Zip code)

For further information concerning this matter, please call:

Nancy Medvick at ( 314 ) 862-7111  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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1. HDM Retail, 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

(State or country under the law of which it is incorporated)

3. 56-1726125

(FEI number, if applicable)

4. September 19, 1990

(Date of incorporation)

5. Perpetual

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

6. January 1, 2006

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

7. 1925 Eastchester Drive, High Point, NC 27265

(Principal office address)

1925 Eastchester Drive, High Point, NC 27265

(Current mailing address)

8. Holds retail leases and obligations of retailers.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

Cynthia L. Harris  
(Registered agent's signature)

**Cynthia L. Harris**  
as its agent

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:

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**A. DIRECTORS**

Chairman: See attached Officers/Directors rider.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached Officers/Directors rider.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. Robert Kaintz  
(Signature of Director or Officer listed in number 12 of the application)

14. Robert L. Kaintz, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**HDM RETAIL, INC.  
OFFICERS/DIRECTORS RIDER**

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**DIRECTORS:**

<b>Name</b>	<b>Address:</b>
W. G. Holliman:	Furniture Brands International, Inc. 201 S. Spring St., Suite 520, Tupelo, MS 38804-4854
Lynn Chipperfield	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105
Denise L. Ramos	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105
Jeff Young	HDM Retail, Inc. 1925 Eastchester Drive High Point, NC 27265

**OFFICERS:**

<b>Name</b>	<b>Title</b>	<b>Address:</b>
Lynn Chipperfield,	Vice President and Assistant Secretary	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105
Denise L. Ramos	Vice President	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105
Robert L. Kaintz	Assistant Secretary	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105
Al Jackson	Assistant Treasurer	Furniture Brands International, Inc. 101 S. Hanley, Suite 1900 St. Louis, MO 63105

**HDM RETAIL, INC.  
OFFICERS/DIRECTORS RIDER**

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**OFFICERS (Cont.):**

<b>Name</b>	<b>Title</b>	<b>Address:</b>
Lenwood Rich	President and Chief Operating Officer	HDM Retail, Inc. 1925 Eastchester Drive High Point, NC 27265
Bryan Milleson	Executive Vice President of Finance, Administration, Chief Financial Officer, Secretary and Treasurer	HDM Retail, Inc. 1925 Eastchester Drive High Point, NC 27265
Tracy Little	Vice President Retailer Financial Services	HDM Retail, Inc. 1925 Eastchester Drive High Point, NC 27265 Hickory, NC 28601

# Delaware

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## *The First State*

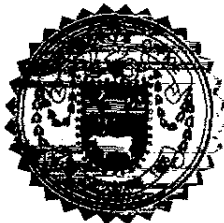
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HDM RETAIL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HDM RETAIL, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4404591

DATE: 12-27-05