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OF COUNSEL:
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June 13, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/20/95--01067--DUB
*****70.00 *****711.00

Re: Gulf South Framing Supplies, Inc.

Dear Sir or Madam:

Enclosed for filing please find the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Good Standing from the State of Louisiana; and
3. Check in the amount of \$70.00 (\$35.00 for the filing fee and \$35.00 for the Registered Agent Designation Fee).

Please return all correspondence concerning this matter to me at the addressed listed above.

If you have any questions or concerns, please feel free to contact me. Thank you for your anticipated cooperation in this matter

Very truly yours,

HUBBARD, FOX, THOMAS,
WHITE & BENGTSON, P.C.

Joseph M. Stewart
Joseph M. Stewart

JMS:lmj
Enclosures
cc: Gulf South Framing Supplies, Inc.
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DIVISION OF CORPORATIONS
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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. Gulf South Framing Supplies, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Louisian 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 4, 1980 5. "perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 19, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 139 Lake Lanning Road, Suite 210
E. Lansing, MI 48823
(Current mailing address)

8. Distribute Picture framing supplies to retail stores
(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:

Name: James A. Ash

Office Address: 612 Ware Boulevard

Tampa, Florida, 33619

(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.

[Signature]
(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael A. Pope

Address: 139 Lake Lansing Rd.

E. Lansing, Michigan 48823

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael A. Pope

Address: 139 Lake Lansing Rd.

E. Lansing, MI 48823

Vice President: Craig M. Pope

Address: 139 Lake Lansing Rd.

E. Lansing, MI 48823

Secretary: Karla K. Morence

Address: 139 Lake Lansing Rd.

E. Lansing, MI 48823

Treasurer: Karla K. Morence

Address: 139 Lake Lansing Rd.

E. Lansing, MI 48823

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

13. Michael A. Pope

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Michael A. Pope

14. Chairman

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

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UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Incorporation of

GULF SOUTH FRAMING SUPPLIES, INC.

Domiciled at New Orleans, Louisiana,

Were filed in this Office and a Certificate of Incorporation
was issued on January 4, 1980,

I further certify that no Certificate of Dissolution has
been issued.

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*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

May 10, 1995

Jox McKeithen

CAS

Secretary of State

