

F9500000 4042
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001566457
-08/22/95--01096--011
*****70.00 *****70.00

SUBJECT: Gardner Wallcovering, 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:

John Lindsey Adams, Attorney at Law
(Name of Person)

(Firm/Company)

P.O. Box 1003
(Address)

Hopkinsville, KY 42241-1003
(City, State and Zip Code)

8-22
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 22 AM 10:09

Should you need to call someone concerning this matter, please call:

John Lindsey Adams at (502) 885-1175
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Gardner Wallcovering, 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. Kentucky 3. 61-1269667
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/26/83 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/3/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 3300 Canton Pike
Hopkinsville, KY 42240
(Current mailing address)

8. wallcovering distribution and sales
(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: Jerry Keese
Office Address: 4708 N. Palafox St.
Pensacola, Florida, 32505
(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.*

Jerry W. Keese
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SAME AS OFFICERS LISTED BELOW

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Martin Gardner

/Secretary

Address: 3300 Canton Pike

Hopkinsville, KY 42240

Vice President: Mark Gardner

/treasurer

Address: 3300 Canton pike

Hopkinsville, KY 42240

Secretary: SAME AS PRESIDENT

Address: _____

Treasurer: SAME AS VICE PRESIDENT

Address: _____

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

13.

David M. Gardner

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

14.

President, Gardner Wallcovering, Inc.
(Typed or printed name and capacity of person signing application)



OFFICE OF THE SECRETARY OF STATE
**CERTIFICATE OF EXISTENCE
DOMESTIC CORPORATION**

I, BOB BABBAGE, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that according to the records in the office of the Secretary of State of the Commonwealth of Kentucky, GARDNER WALLCOVERING, INC.

_____ is a corporation organized and existing under the laws of the Commonwealth of Kentucky, whose date of incorporation is JULY 26, 1983 ; and whose period of duration is PERPETUAL .

I further certify, that said corporation has paid all fees due and owing to the office of the Secretary of State of the Commonwealth of Kentucky to date; has delivered to the Secretary of State its most recent annual report, as required by KRS 271B.16-220 or 273.3671; and has not filed articles of dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 13TH day of JANUARY , 19 95 .

Bob Babbage

BOB BABBAGE
Secretary of State
Commonwealth of Kentucky

F9500004042
GARDNER WALLCOVERING, INC.
DIV. WALLPAPER FOR LESS
LEGAL DEPARTMENT

August 1, 1996

Mr. Doug Dickinson
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Please consider this letter authorization to change the address on Gardner Wallcovering, Inc., document number F950000004042.

OLD ADDRESS:

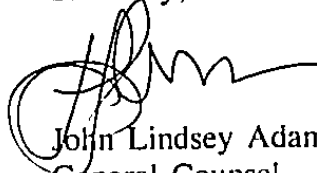
John Lindsey Adams, Esq.
P.O. Box 1003
Hopkinsville, KY 42241-1003

NEW ADDRESS:

John Lindsey Adams, Esq.
General Counsel
Gardner Wallcovering, Inc.
3300 Canton Pike
Hopkinsville, KY 42240-9284

If you have any questions, please feel free to contact me. Thanks for your attention to this matter.

Sincerely,


John Lindsey Adams
General Counsel

3300 Canton Pike - Hopkinsville, Kentucky 42240
Phone (502) 885-7324 □ Fax (502) 886-8057