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TO: Qualification/Tax Lien Section
Division of Corporations

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*****78.75 *****78.75

SUBJECT: Classy Coverups, 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:

Peggy A. Ryland
(Name of Person)

Classy Coverups, Inc.
(Firm/Company)

1204 E. Pass Rd.
(Address)

Gulfport, MS 39507
(City/State/Zip)

55300
9-7

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

Peggy A. Ryland at (601) 896-9498
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Classy Coverups, 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. Mississippi 3. 64-0780713
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1204 E. Pass Rd.
Gulfport, MS 39507
(Current mailing address)

8. Retail Decorator Fabric and Notions
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: William F. Parrish, Jr.
Sarasota Welding & Supply Co., Inc.
1201 North Lime Ave.

Office Address: _____
Sarasota, Florida, 34237
(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.

William F. Parrish, Jr.
(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.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 11 1995

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Peggy A. Ryland

Address: 911 2nd Street, Gulfport, MS 39501

Vice Chairman: Charles W. Ryland

Address: 911 2nd Street, Gulfport, MS 39501

Director: Leslie R. North

Address: 2307 Broadmoor Place

Gulfport, MS 39501

Director: Mark W. Ryland

Address: 1605 Hardy St.

Hattiesburg, MS 39401

(See attached)

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Peggy A. Ryland

Address: 911 2nd Street

Gulfport, MS 39501

Vice President: Mark W. Ryland

Address: 1605 Hardy Street

Hattiesburg, MS 39401

Secretary: Jennifer R. Achee

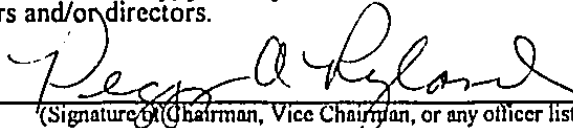
Address: 4459 Kendall Cir.

Gulfport, MS 39507

Treasurer: Charles W. Ryland

Address: 911 2nd Street, Gulfport, MS 39501

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peggy A. Ryland, Chairman & President
(Typed or printed name and capacity of person signing application)

12A. continued

Charles G. Ryland
3015 Mesa Dr.
Hattiesburg, MS 39402

Jennifer R. Ahee
4459 Kendall Cir.
Gulfport, MS 39507

FILED
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State of Mississippi

Office of the Secretary of State

Dick Molpus, Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, DICK MOLPUS, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on December 04, 1989 the state of Mississippi issued a Charter/Certificate of Authority to:

CLASSY COVERUPS, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
August 02, 1995



A handwritten signature in cursive script, reading "Dick Molpus".

DICK MOLPUS
Secretary of State