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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

W95-19208

200001591762
-09/22/95--01075--012
***122.50 ***122.50

SUBJECT: Blinds Direct, 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:

James E. McCabe, Esq.
(Name of Person)

Blinds Direct, Inc.
(Firm/Company)

112 N. Monroe St., P. O. Box 205
(Address)

Williamsport, IN 47993-0205
(City, State and Zip Code)

FILED
95 OCT 10 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

James E. McCabe at (317) 762.2404
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1995

JAMES E. MCCABE, ESQ.
BLINDS DIRECT, INC.
P.O. BOX 205
WILLIMASPORT, IN 47993-0205

SUBJECT: BLINDS DIRECT, INC.
Ref. Number: W95000019208

We have received your document for BLINDS DIRECT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00043733

**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. Blinds Direct, 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. Indiana

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

3. 35-1958242

(FBI number, if applicable)

4. August 8, 1995

(Date of Incorporation)

5. Perpetual

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

6. August 8, 1995

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

7. 110 S. Justice Street, P. O. Box 66

Oxford, IN 47971-0066

(Current mailing address)

8. Retail operation in the window treatment industry

(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: George Zalevke

Office Address: 2502 S. Federal Hwy. (US 1)

Fort Pierce

, Florida, 32982

(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.

George M. Zalevke
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Wayne Senesac

Address: 101 E. Luin St., Oxford, IN 47071

Vice Chairman: _____

Address: _____

Director: Polet Senesac

Address: R.R. # 2, Box 31, Otterbein, IN 47970

Director: Roger A. Parient

Address: 200 N. 6th St., Attica, IN 47918

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

President: Polet Senesac

Address: R. R. # 2, Box 31

Otterbein, IN 47970

Vice President: _____

Address: _____

Secretary: Roger A. Parient

Address: 200 N. 6th St.

Attica, IN 47918

Treasurer: Roger A. Parient

Address: 200 N. 6th St., Attica, IN 47918

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

13. Roger A. Parient

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

14. Roger A. Parient, Secretary/Treasurer

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

BLINDS DIRECT, INC.

filed Articles of Incorporation on August 08, 1995, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

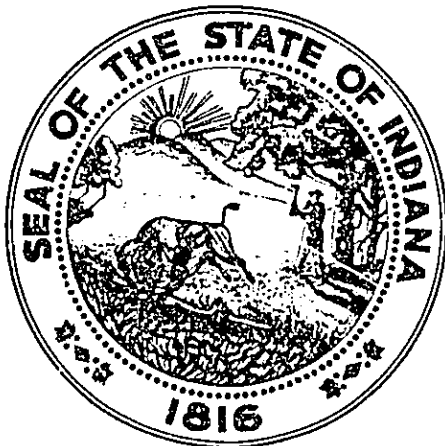
I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Witness Whereof, I have hereunto set
hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
Eleventh day of September, 1995.



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy