

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9471  
904-222-0393 FAX

800-342-8086

**CS network**  
PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

**F960000001617**

ACCOUNT NO. : 072100000032

REFERENCE : 886959 4319447

AUTHORIZATION :

COST LIMIT : 4 PREPAID

ORDER DATE : March 19, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 886959

CUSTOMER NO: 4319447

CUSTOMER: Ms. Patty Heslep  
Borden, Inc.  
180 East Broad Street  
25th Floor  
Columbus, OH 43215-3799

300001763143  
-03/29/96--01095--004  
\*\*\*\*\*5.00

300001763143  
-03/29/96--01095--005  
\*\*\*\*\*65.00

FOREIGN FILINGS

NAME: BORDEN DECORATIVE PRODUCTS,  
INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W. Lengett

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 PM 2:05

232

RECEIVED  
96 MAR 29 PM 12:21  
DIVISION OF CORPORATION

**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. BORDEN DECORATIVE PRODUCTS, 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. DELAWARE 3. 51-0370301  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/6/95 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON APPROVAL OF THIS APPLICATION  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 180 EAST BROAD STREET  
COLUMBUS, OHIO 43215  
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL BUSINESS INCLUDING THE SALE OF RESIDENTIAL WALLCOVERING  
FOR THE RETAIL MARKET AND FLEXIBLE VINYL FILMS AND SHEETING FOR INDUSTRIAL MARKETS.  
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301

(Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 PM 2:05

**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.*

The Prentice-Hall Corporation System, Inc.

By: Michael Bonam A.T. Secretary  
(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: IAN COLLINS  
Address: BELLGRAVE MILLS ROAD  
DARWEN LANCASHIRE - U.K.

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

Director: DENIS LEONG  
Address: BELLGRAVE MILLS ROAD  
DARWEN LANCASHIRE - U.K.

Director: CHRIS SOUTHEY  
Address: 195 WALKER DR.  
BRAMPTON, ONTARIO - CANADA

B. OFFICERS

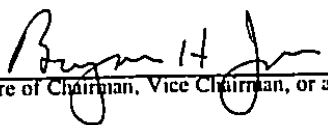
President: IAN COLLINS  
Address: BELLGRAVE MILLS/ROAD DARWEN, LANCASHIRE  
BB3 2RR UNITED KINGDOM

Vice President: CHRIS SOUTHY  
Address: SEE ABOVE

Secretary: BENJAMIN H. JONES  
Address: THE CEDARS 2 HIGH STREET BAGSHOT, SURRY  
ENGLAND GU195AE

Treasurer: RONALD P. STARKMAN  
Address: 180 EAST BROAD STREET  
COLUMBUS, OHIO 43215

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. BENJAMIN H. JONES, SECRETARY  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BORDEN DECORATIVE PRODUCTS, 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 TWENTIETH DAY OF MARCH, A.D. 1996.

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 29 PM 2:05



*Edward J. Freel*

Edward J. Freel, Secretary of State

2558985 8300

960079805

AUTHENTICATION: 7873164

DATE: 03-20-96