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**csc networks**  
PRESTIGE LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 950964 4383180

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : May 13, 1996

ORDER TIME : 11:0 AM

ORDER NO. : 950964

CUSTOMER NO: 4383180

400001327314

CUSTOMER:

Gerald S. Deutsch, Esq.  
6 Harbor Park Drive

Port Washington, NY 11050

FOREIGN FILINGS

NAME: FRANKEL'S HOME FURNISHINGS,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
  X   PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 17 PM 2:06

RECEIVED  
96 MAY 17 PM 12:28  
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. Frankel's Home Furnishings, 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. New York 3. 11-2777185  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 17, 1985 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Expected August 1996  
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.185, F.S.))
7. 6 Harbor Park Drive  
Port Washington, NY 11050  
(Current mailing address)
8. Retailing  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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56 MAY 17 PM 2:05

**9. Name and street address of Florida registered agent:**

**Name:** The Prentice-Hall Corporation System, Inc.

**Office Address:** 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

By: Vicki Schreiber, Ass't. V.P.  
(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.

ID:

APR 22 '96 11:16 No. 004 P.04

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

A. DIRECTORS

Chairman: Schedules attached

Address: \_\_\_\_\_

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

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Schedules attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.

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

14.

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

Schedule A - Directors

Chairman: Ned Sherwood  
Address : 120 West 45th Street-Suite 2600  
New York, NY 10036

Director: Michel Zaleski  
Address : 120 West 45th Street-Suite 2600  
New York, NY 10036

Director: Henrik Falktoft  
Address : 120 West 45th Street-Suite 2600  
New York, NY 10036

Director: William Gatta  
Address : 6 Harbor Park Drive  
Port Washington, NY 11050

Director: Gerald Deutsch  
Address : 6 Harbor Park Drive  
Port Washington, NY 11050

Schedule B - Officers

Chairman, Chief Executive Officer: Ned Sherwood  
Address: 120 West 45th Street-Suite 2600  
New York, NY 10036

President, Chief Operating Officer, Chief Financial  
Officer, Asst. Secretary & Treasurer: William Gatta  
Address: 6 Harbor Park Drive  
Port Washington, NY 11050

Vice President Operations: Alexander Strollo  
Address: 6 Harbor Park Drive  
Port Washington, NY 11050

Vice President Merchandising: John Campbell  
Address: 6 Harbor Park Drive  
Port Washington, NY 11050

Secretary: Gerald Deutsch  
Address: 6 Harbor Park Drive  
Port Washington, NY 11050

Controller: Joseph Izzo  
Address: 6 Harbor Park Drive  
Port Washington, NY 11050

**State of New York**  
**Department of State** | **ss:**

I hereby certify, that the certificate of incorporation of FRANKEL'S HOME FURNISHINGS, INC. was filed on 12/17/1985, under the name of FHF ACQUISITION CORP., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

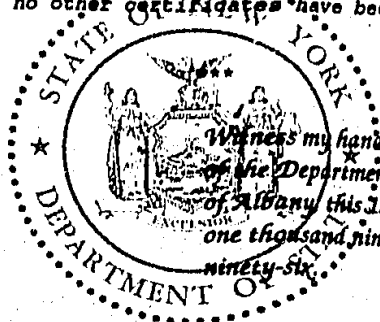
A Certificate of Merger and Name Change of FHF ACQUISITION CORP., changing name to FRANKEL'S HOME FURNISHINGS, INC. was filed on 12/30/1985.

A Certificate of Amendment was filed on 09/18/1987.

A Statement of Addresses and Directors was filed 12/16/1992.

A Statement of Addresses and Directors was filed 01/04/1994.

I further certify, that no other certificates have been filed by such corporation.



*Alexander F. Trenchard*

Secretary of State

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96 MAY 17 PM 2:06