

F 96000005589

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900001987499--0
-10/28/96--01049--028
*****70.00 *****70.00

O.F.P. Co., Inc.

96 OCT 28 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Updater
Verifier
Acknowledgment
W.P. Verifier

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Q.E.P. CO., 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
(State or country under the law of which it is incorporated)

3. 13-2983807
(FEI number, if applicable)

4. August 5, 1996
(Date of incorporation)

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

6. September 16, 1996 (Changed state of incorporation from New York to Delaware)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 990 South Rogers Circle
Boca Raton, Florida 33487
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

By Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara, Assistant Vice President
(Type Name and Title of Officer)

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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: Lewis Gould

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Director:
~~Vice Chairman:~~ Susan J. Gould

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Director: Patrick L. Daggett

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Director: Edward F. Ronan, Jr.

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Director: Mervyn D. Fogel, 990 S. Rogers Circle, Boca Raton, FL 33487

B. OFFICERS

President: Lewis Gould

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Vice President: Leonard J. Gould

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

Secretary: Susan J. Gould

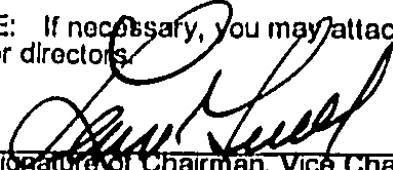
Address: 990 South Rogers Circle
Boca Raton, Florida 33487

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Treasurer: Patrick L. Daggett

Address: 990 South Rogers Circle
Boca Raton, Florida 33487

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. Lewis Gould, President
(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Additional executive officers of Q.E.P. Co., Inc., are as follows:

<u>Name</u>	<u>Position</u>
H. Timothy Goeler	Vice President - Sales
Marjorie K. Rosenberg	Vice President - Purchasing
Sydney A. Levy	Vice President - Operations
Robert C. Doda, Jr.	Vice President - Manufacturing
Lee R. Collins	Vice President - Distribution Sales
Steven D. Schohan	Vice President - Western Operations

The address for all such officers is 990 South Rogers Circle, Boca Raton, Florida 33487

FLAddend

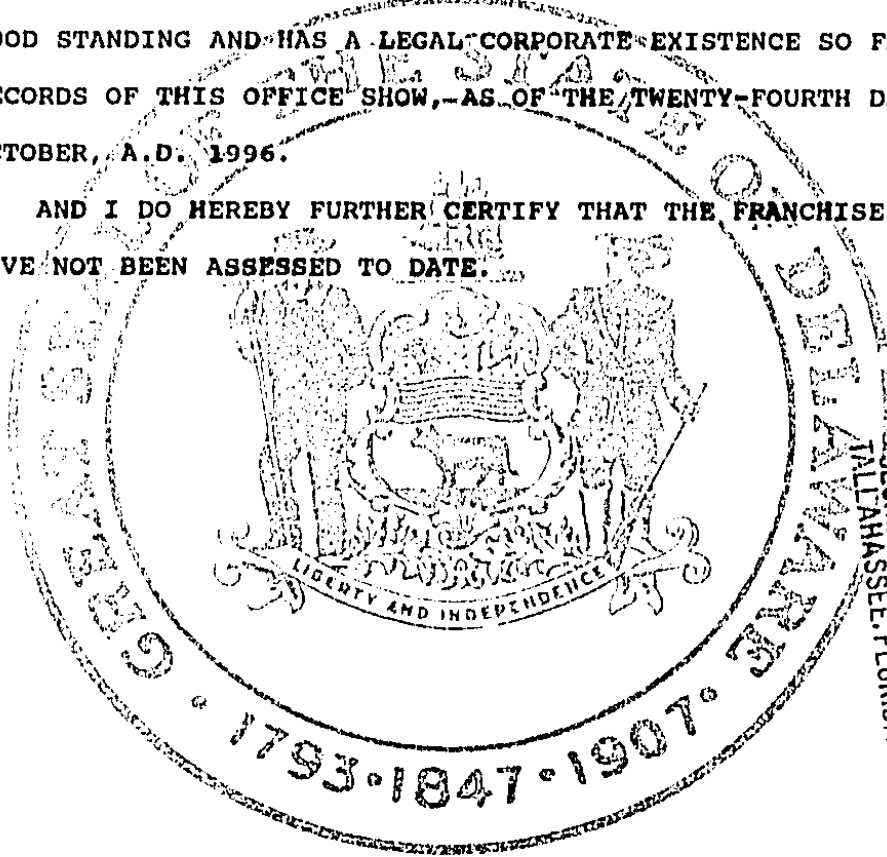
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TALLAHASSEE, FLORIDA

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 "Q.E.P. CO., 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

2641263 8300

960308803

AUTHENTICATION:

DATE:

8159916

10-24-96

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Ernie Maukevich
HOLLAND & KNIGHT
 Requestor's Name
 315 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Q.E.P. Co., Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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- Mail out Will wait Photocopy Certificate of Service

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Reaching prep stage
 97 MAY 20 PM 12:27
 DIVISION OF CORPORATION
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Examiner's Initials	
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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

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To the Secretary of State of the State of Florida:

Pursuant to the provisions of Section 607.0502, Florida Statutes, Q.E.P. Co., Inc., a Delaware corporation qualified to do business in Florida (the "Corporation"), submits this Statement for the purpose of changing the name of the registered agent of the Corporation and the address of the Corporation's registered office.

FIRST: The name of the Corporation is Q.E.P. Co., Inc.

SECOND: The street address of the Corporation's current registered office is 1200 South Pine Island Road, Plantation, Florida 33324.

THIRD: The name of the Corporation's current registered agent is CT Corporation System.

FOURTH: The name of the Corporation's new registered agent is Marc Applebaum, whose consent to appointment as registered agent is attached hereto.

FIFTH: The street address of the Corporation's new registered office and the business address of its new registered agent is 1081 Holland Drive, Boca Raton, Florida 33487.

SIXTH: The change of the Corporation's registered agent provided above was authorized by resolution duly adopted by the Corporation's board of directors.

Dated: May 9, 1997

Q.E.P. CO., INC.

By 

Lewis Gould, President

WPB-58377

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Q.E.P. Co., Inc., desires to designate Marc P. Applebaum as its agent to accept service of process within this state pursuant to the laws of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 1081 Holland Drive, Boca Raton, Florida 33487, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 9th day of May, 1997.



Marc P. Applebaum