

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MILLIKEN & MICHAELS OF CALIFORNIA, 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:

JACKIE CANAVIER

(Name of Person)

LAW OFFICE OF DAVID ISRAEL

(Firm/Company)

3850 NORTH CAUSEWAY BOULEVARD, SUITE 350

(Address)

METairie, LA 70002

(City/State/Zip)

900002014829--3
-11/26/96--01134--015
****630.00 *****78.75

W96-25074

sf 12/6

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

JACKIE CANAVIER

(Name of Person)

at (504) 828-1700
(Area Code & Daytime Telephone Number)

FILED
96 DEC - 6 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Secretary of State

November 27, 1996

JACKIE CANAVIER
DAVID ISRAEL
3850 N. CAUSEWAY BLVD., #350
METAIRIE, LA 70002

SUBJECT: MILLIKEN & MICHAELS OF CALIFORNIA, INC.
Ref. Number: W96000025074

We have received your document for **MILLIKEN & MICHAELS OF CALIFORNIA, INC.** and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

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: 096A00053782

**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. MILLIKEN & MICHAELS OF CALIFORNIA, 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. CALIFORNIA 3. 33-0726036
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 9/30/96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))
7. 2851 CAMINO DEL RIO SOUTH, SUITE 300
SAN DIEGO, CA 92108
(Current mailing address)
8. COMMERCIAL COLLECTION AGENCY
(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: C T CORPORATION SYSTEM
Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(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.


(Registered agent's signature)

E. Wayne Patterson, Asst. Vice President

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.

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TALLAHASSEE, FLORIDA

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: MICHAEL G. SANDERSON

Address: 3850 NORTH CAUSEWAY BOULEVARD, 2ND FLOOR
METAIRIE, LA 70002

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: MICHAEL G. SANDERSON

Address: 3850 NORTH CAUSEWAY BOULEVARD, 2ND FLOOR
METAIRIE, LA 70002

Vice President: THOMAS V. CEPALU, III

Address: 3850 NORTH CAUSEWAY BLVD., 2ND FLOOR
METAIRIE, LA 70002

Secretary: JACQUELINE S. CANAVIER

Address: 3850 NORTH CAUSEWAY BOULEVARD, SUITE 350
METAIRIE, LA 70002

Treasurer: THOMAS V. CEPALU, III

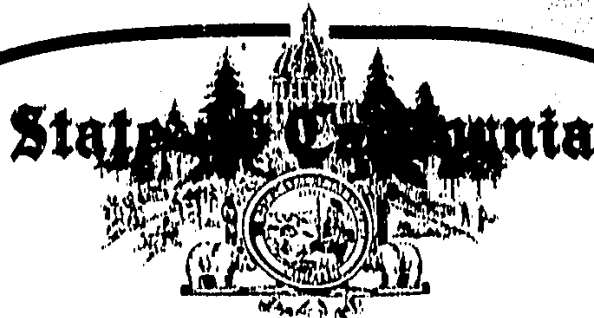
Address: 3850 NORTH CAUSEWAY BLVD., 2ND FLOOR
METAIRIE, LA 70002

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

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

14. JACQUELINE S. CANAVIER - SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

C1904182

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 30TH day of SEPTEMBER, 19 96,

MILLIKEN & MICHAELS OF CALIFORNIA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

20TH OF NOVEMBER, 1996



Bill Jones

Secretary of State

FILED
96 DEC 31
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SECRETARY OF STATE
FLORIDA
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