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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

800002494918--4
-04/21/98--01037--012
*****70.00 *****70.00

CORPORATION(S) NAME

98 4/21

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Olympic Cascade Financial Corp

(x) Profit
() NonProfit
() Amendment
() Merger

(x) Foreign
() Dissolution/Withdrawal
() Limited Liability Company

() Limited Partnership
() Reinstatement
() Fictitious Name
() Annual Report
() Name Registration
() UCC-1 Financing Statement
() Other
() Change of R.A.
() UCC-3 Filing

() Certified Copy
() Photo Copies
() CUS

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CR2E031 (1-89)

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. Olympic Cascade Financial Corporation
(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. 91-0519466
(FEI number, if applicable)

4. September 27, 1996
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

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7. 1001 4th Avenue, Suite 2200, Seattle, Washington 98154
(Current mailing address)

8. Securities Brokerage
(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

Kathleen C. Gariepy
(Registered agent's signature) (Officer)

Kathleen C. Gariepy, Asst. Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)
CT System

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: See attached list of directors

Address: ____________________

____

Vice Chairman: See attached list of directors

Address: ____________________

____

Director: See attached list of directors

Address: ____________________

____

Director: ____________________

Address: ____________________

____

B. OFFICERS

President: See attached list of officers

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

14. Mark Roth, Secretary
(Typed or printed name and capacity of person signing application)

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The following sets forth the names of all directors and executive officers of the Olympic Cascade Financial Corporation.

Steven A. Rothstein
2737 Illinois Rd
Wilmette, IL. 60091
Director, Chairman,
and Chief Executive Officer of the Company,
Director, Chairman, and Chief Executive Officer of National

Business Address
875 N. Michigan Ave Suite 1560
Chicago, IL. 60611

Robert I. Kollack
2305 Evergreen Pt. Road
Bellevue, WA 98004
Director of the Company
Director and Vice Chairman of National

Business 1001 4th Ave Suite 2200
Seattle, WA 98154

Gary A. Rosenberg
1427 North State Pkwy.
Chicago, IL 60610
Director and President of the Company
Director of National

875 N Michigan Ave Suite 1560
Chicago, IL 60611

Robert H. Daskal
875 N. Dearborn Street Apt 20J
Chicago, IL. 60610
Senior Vice President, Chief Financial Officer
and Treasurer of the Company

Same Chicago Address

Mark Roth
4214 NE 107th St
Seattle, WA. 98125
Secretary and General Counsel of the Company
Secretary and General Counsel of National

Same Seattle Address

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLYMPIC CASCADE FINANCIAL CORPORATION" 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 FOURTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9024201

DATE: 04-14-98

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