Document Number Only

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

400002540744--2
-05/29/98--01049--021
*****70.00 *****70.00

CORPORATION(S) NAME

Restoration Hardware, Inc. (DE)

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DIVISION OF CORPORATION

(X) Profit		
() NonProfit	() Amendment	() Merger
( ) Limited Liability Co.		
(X) Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership	() Annual Report	() Other
() Reinstatement	() Name Registration	() Change of R.A.
	() Fictitious Name	( ) UCC
() Certified Copy	() Photo Copies	() CUS
() Call When Ready	() Call if Problem	() After 4:30
(●) Walk In	() Will Wait	(●) Pick Up
() Mail Out		

9/5/29

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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

MAY 29 1998

Thanks,
Jeff

File Second

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. Restoration Hardware, 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. 68-0140361
(FEI number, if applicable)

4. April 2, 1998
(Date of incorporation)

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

6. Upon qualification to do business.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

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7. 15 Koch Road, Suite J
Corte Madera, California 94925
(Current mailing address)

8. Specialty retailer of home furnishings, functional and decorative hardware and related merchandise.
(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
Naseem A. Conde
(Registered agent's signature) (Officer)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

(FL - 2189 - 1/6/98)
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 (Street address only - P.O. Box NOT acceptable)

(See Attachment A for additional directors)

Chairman: Stephen Gordon

Address: 15 Koch Road, Suite J
Corte Madera, California 94925

Vice Chairman: N/A

Address:

Director: Thomas Christopher

Address: 15 Koch Road, Suite J
Corte Madera, California 94925

Director: Damon Ball

Address: c/o Desai Capital Management, Inc.
540 Madison Avenue
New York, NY 10022

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

President & CEO: Stephen Gordon

Address: 15 Koch Road, Suite J
Corte Madera, California 94925

Executive Vice President &COO: Thomas Christopher

Address: 15 Koch Road, Suite J
Corte Madera, California 94925

* Secretary: Thomas Low

Address: 15 Koch Road, Suite J
Corte Madera, California 94925

* Senior Vice President and Chief Financial Officer

Treasurer: N/A

Address:

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

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

14. Thomas Low, Senior Vice President and Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

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ATTACHMENT A

12.

A. DIRECTORS

Director: Robert Camp
5250 U.S. Route 2
North Hero, VT 05474-9431

Director: David Ferguson
c/o Chase Capital Partners
108 South Frontage Road West
Suite 307
Vail, CO 81657

Director: Ray Hemmig
c/o Retail & Restaurant Growth Capital, L.P.
10,000 North Central Expressway
Suite 1060
Dallas, TX 75231

Director: Michael Lazarus
c/o Weston Presidio Capital
343 Sansome Street
Suite 1210
San Francisco, CA 94104

Director: Marshall Payne
c/o Cardinal Investment Company, Inc.
500 Crescent Court
Suite 250
Dallas, TX 75201

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESTORATION HARDWARE, 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-SEVENTH DAY OF MAY, A.D. 1998.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY'S OFFICE DELAWARE

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9103146

981202241

DATE: 05-27-98