

F99000002104

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Fixture Perfect International, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002821900--4
-03/29/99--01104--005
*****78.75 *****78.75

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:

Richard L. Davis
(Name of Person)
Fixture Perfect International, Inc.
(Firm/Company)
9441 UBI Freeway, Suite 117
(Address)
Dallas, TX 75243
(City/State/Zip) *W99-7423*

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

Jennifer Danna at (972) 479-1800 x 224
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 23 AM 10:48
#2423



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 1999

RICHARD L. DAVIS
FIXTURE PERFECT INTERNATIONAL, INC.
9441 LBJ FREEWAY, SUITE 117
DALLAS, TX 75243

SUBJECT: FIXTURE PERFECT INTERNATIONAL, INC.
Ref. Number: W99000007623

We have received your document for FIXTURE PERFECT INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certificate you submitted, as it is issued by the Comptroller of Public Accounts. The certificate we require is issued by the Texas Secretary of State.

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 099A00016024

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. FPI CONSTRUCTION, 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. Texas 3. 75-2682681
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/23/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1999
(Date first transacted business in Florida.) (SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9441 LBJ Freeway, Suite 117
Dallas, Texas 75243
(Current mailing address)

8. Installation of retail store fixtures
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
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) **MICHAEL E. JONES**
ASSISTANT SECRETARY

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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DIVISION OF CORPORATIONS
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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: Richard L. Davis

Address: 9441 LBJ Freeway, Suite 117
Dallas, TX 75243

Vice Chairman: _____

Address: _____

Director: Sheree Davis

Address: 9441 LBJ Freeway, Suite 117
Dallas, TX 75243

Director: _____

Address: _____

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

President: Richard L. Davis

Address: See above

Vice President: _____

Address: _____

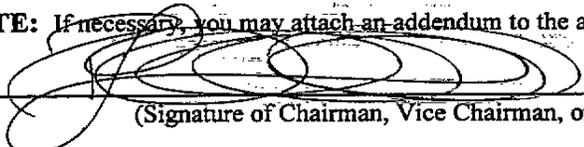
Secretary: Sheree Davis

Address: See above

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. Richard L. Davis
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

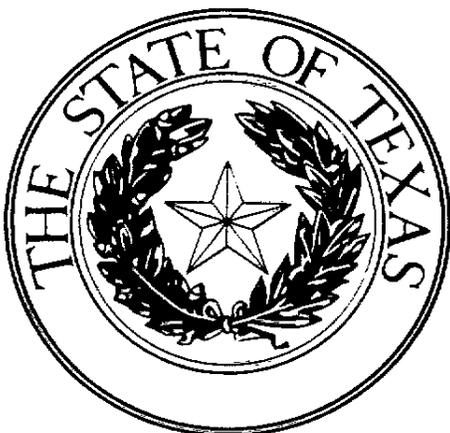
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

FPI CONSTRUCTION, INC.
File No. 1466222-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 14, 1999.*



Elton Bomer
Secretary of State

PH