

m98000000298  
McDonald, Hopkins,  
Burke & Haber CO., L.P.A.  
ATTORNEYS AT LAW

2100 Bank One Center  
600 Superior Avenue, E.  
Cleveland, OH 44114-2653  
Telephone (216) 348-5400  
Fax (216) 348-5474

Writer's Direct Dial:  
216/348-5420

March 16, 1998

Via Federal Express

Florida Secretary of State  
State Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002459637--4  
-04/01/98--01013--017  
\*\*\*\*153.75 \*\*\*\*153.75

700002459637--4  
-03/17/98--01068--002  
\*\*\*\*140.00 \*\*\*\*140.00

**Re: Consent to Use of Name**

Dear Sir or Madam:

As the applicant for the name reservation of The Imperial Home Decor Group, Inc. with the state of Florida, I hereby give consent to The Imperial Home Decor Group, Inc. to use the name "The Imperial Home Decor Group (US) LLC" or any derivations thereof. Please call me should you need additional information in this regard.

Sincerely,

  
Daniel J. Hughes

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 2:40

sz/mfs/Imperial/4262.mfs:1

Enclosure

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

C. TAX \_\_\_\_\_  
FILING 145.00  
R. AGENT FEE \_\_\_\_\_  
C. COPY 8.75  
TOTAL \_\_\_\_\_  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

m98000000298

(Cora for 1)

McDonald, Hopkins,  
Burke & Haber CO., L.P.A.  
ATTORNEYS AT LAW

2100 Bank One Center  
600 Superior Avenue, E.  
Cleveland, OH 44114-2653  
Telephone (216) 348-5400  
Fax (216) 348-5474

Writer's Direct Dial:  
216/348-5420

March 16, 1998

*Expedited Service Requested*

*Via Federal Express*

Florida Secretary of State  
State Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32399

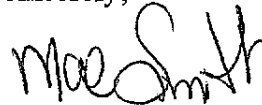
*Re: Certificate of Authority of The Imperial Home Decor Group (US) LLC*

Dear Sir or Madam:

Please file the enclosed document with the Florida Secretary of State on behalf of the above-named limited liability company. A Consent for Use of Similar Name is enclosed as well as a check for the purpose of the applicable filing fees.

If you should have any questions regarding this filing, you may contact me at the number listed above.

Sincerely,



Mae Smith  
Legal Assistant

sz/mfs/Imperial/4263.mfs:1

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 18, 1998

MAE SMITH  
MCDONALD, HOPKINS, BURKE & HABER CO., LP  
600 SUPERIOR AVENUE, E., 2100 BANK ONE C  
CLEVELAND, OH 44114-2653

SUBJECT: THE IMPERIAL HOME DECOR GROUP (US) LLC  
Ref. Number: W98000005998

We have received your document for THE IMPERIAL HOME DECOR GROUP (US) LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 598A00014535

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. The Imperial Home Decor Group (US) LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_  
(FEI number, if applicable)

4. March 2, 1998  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 23645 Mercantile Road  
Cleveland, Ohio 44122  
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each manager member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

The Imperial Home Decor  
Group, Inc.

MGRM

23645 Mercantile Road

Cleveland, Ohio 44122

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 2:40

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

The Imperial Home Decor Group (US) LLC deposes and says:

- 1) the above named limited liability company has <sup>/only one member</sup> ~~at least two members~~
- 2) the total amount of cash contributed by the member(s) is \$ 100 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ \_\_\_\_\_ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 100 . This total includes amounts from 2 and 3 above.

The Imperial Home Decor Group, Inc.

By: \_\_\_\_\_

Keith T. McAslan

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 4:40

**Filing Fee: \$ 52.50 for Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_

The Imperial Home Decor Group (US) LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

BY: \_\_\_\_\_

Joyce A. Donahue (Signature) Secretary

3-13-98  
(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 31 PM 2:40

*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 "THE IMPERIAL HOME DECOR GROUP (US) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MARCH, A.D. 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 2:40



  
Edward J. Freel, Secretary of State

2865414 8300

981092462

AUTHENTICATION:

8964609

DATE:

03-11-98