



THE UNITED STATES
CORPORATION
COMPANY

19900000/258

ACCOUNT NO. : 072100000032

REFERENCE : 320015 5025097

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : July 26, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 320015-010

CUSTOMER NO: 5025097

700002955787--6

CUSTOMER: Mr. John P. Chandler
John Chandler, Esq.
12688 North Birch Point Lane
Hayward, WI 54843

FOREIGN FILINGS

NAME: ENCOMPASS GROUP, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 AUG 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 10 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SL
8-10-99

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Encompass Group, L.L.C.
(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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2471437
(FEI number, if applicable)
4. 5-21-99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 615 Macon Road
McDonough, GA 30253
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
-----------------	--------	-----------------	--------

<u>ATTACHED</u>			

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 1:55

FILED

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

ENCOMPASS GROUP, LLC
A DELAWARE LIMITED LIABILITY COMPANY
OFFICERS & DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President, Chief Operating Officer*	David A. Huelsbeck	100 Lamberth Lake Dr., Fayetteville, GA 30214
Chief Marketing Officer, and Assistant Secretary*	Michael Spurlock	842 Hallbrook Lane, Alpharetta, GA 30004
Company Vice President, and President, Techstyles Division*	Ed Howard	16415 Addison Road, #850, Dallas, TX 75248
Company Vice President, and Pres., Pillow Factory Division*	Michael Green	1445 Armour Blvd., Mundelein, IL 60060
Company Vice President, and President, Hospitex Division, And Assistant Secretary*	John Hamilton	4453 Sentinel Post Road, Atlanta, GA 30327
Exec. Vice President, Mfg.	Daniel C. Wright	143 Gant Quarters Lane, Marietta, GA 30068
Vice President, Purchasing	John M. Hanger	135 Lawrenceville St, McDonough, GA 30253
Vice President, Operations	Vijay H. Shah	220 Wellington Court, McDonough, GA 30253
Vice President, Controller	Gregory N. Duggar	318 Larkspur Turn, Peachtree City, GA 30269
Vice President, Sales	Robert Fogel	702 Lorraine Circle, Highland Park, IL 60035
Vice President, and Assistant Secretary	James E. Hanger, IV	3391 Tuxedo Rd. NW, Atlanta, GA 30305
Assistant Secretary	Stephanie Howard	16415 Addison Road, #850, Dallas, TX 75248
Assistant Secretary	Javier Zamora	1445 Armour Blvd., Mundelein, IL 60060
Chairman Emeritus	William A. Hanger, Sr.	36 West Brookhaven Dr, Atlanta, GA 30319

* Denotes 5 Officers who are also Managers (an LLC has a Board of Managers rather than a Board of Directors).
No outside Directors/Managers have been elected at this time.

FILED
 99 AUG 10 PM 1:55
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

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

The member or authorized representative of a member of ENCOMPASS
GROUP LLC certifies:

- 1) the above named limited liability company has at least one member;
 - 2) the total amount of cash contributed by the member(s) is \$ -0-;
 - 3) if any, the agreed value of property other than cash contributed by member(s) is \$37,000,000;
(A description of the property is attached and made a part hereto.) *
and
 - 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$37,000,000.
(This total includes amounts from 2 and 3 above.)
- * Manufacturing and warehousing facilities in various states.



Signature of a member or an 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.)

GREG DUGGAR VICE PRESIDENT CONTROLLER
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 1:56

FILED

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Encompass Group, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(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.

By: *James E. Davis*

(Signature)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 10 PM 1:56

FILED

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENCOMPASS GROUP, L.L.C." 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 TWENTY-SEVENTH DAY OF JULY, A.D. 1999.

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

3046388 8300

991307719

9887112

07-27-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: