



ACCOUNT NO. : 072100000032

REFERENCE : 700381 4065A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 700381-005

CUSTOMER NO: 4065A

CUSTOMER: Mae Smith, Legal Asst
MCDONALD, HOPKINS, BURKE &
HABER CO., L.P.A.
2100 Bank One Center
600 Superior Avenue, E
Cleveland, OH 44114-2653

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-02/10/98--01033--015
*****70.00 *****70.00

DOMESTIC FILING

NAME: THE IMPERIAL HOME DECOR GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:43

RECEIVED
98 FEB 10 AM 10:48
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THE IMPERIAL HOME DECOR GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:43

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is The Imperial Home Decor Group, Inc.

SECOND: The principal place of business and mailing address of the corporation shall be: 2100 Bank One Center, 600 Superior Avenue, Cleveland, Ohio 44114-2653.

THIRD: The number of shares that the corporation is authorized to issue is 850, all of which are without par value and are of the same class and are Common shares.

FOURTH: The name and street address of the initial registered office of the corporation in the State of Florida is: c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

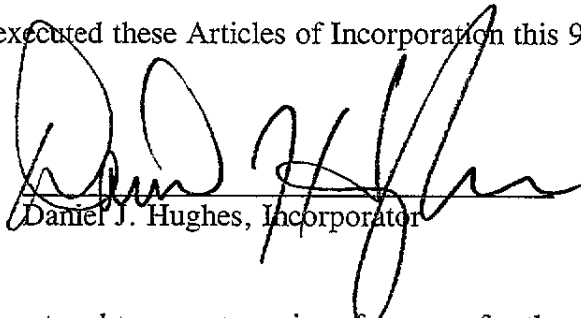
NAME

ADDRESS

Daniel J. Hughes, Esq.

2100 Bank One Center
600 Superior Avenue
Cleveland, Ohio 44114-2653

The undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 1998.


Daniel J. Hughes, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to

comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

CORPORATION SERVICE COMPANY

By: Karen B. Pzai

Date: 2-10-98

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