7

Filing Fee: $150.00
License Fee: $15.00 minimum (7-1.1-124)

ID Number: 117607

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Steet
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Imperial Home Decor Group, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

   (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

   ____

   (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

   ____

4. The date of its incorporation is February 26, 2001 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
   c/o Corporation Service Company, Suite 400, 2711 Centerville Road, Wilmington, DE 19808

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
   (Street Address, not P.O. Box)
   Providence (City/Town) RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company
   (Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

   To engage in the design, manufacture and marketing of wallcovering and related products. To engage in any act or activity for which corporations may be organized.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
MAR 30 2001
By [illegible]

Form No 150
Revised: 01/99

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common		$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common		$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 252,317,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 28,000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .01 %. (divide (b) by (a) and multiply by 100 to obtain the percentage*).

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $363,710,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 337,653.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .09 % (divide (b) by (a) and multiply by 100 to obtain the percentage*).

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: March 30, 2001

Imperial Home Decor Group, Inc.
Print Exact Name of Corporation Making Application

By Scott R. Levin
☐ President or ☒ Vice President (check one)

AND

By Suzanne Schulze Taylor
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Ohio
COUNTY OF Cuyahoga

In Cleveland, Ohio, on this 30 day of March, 2001, personally appeared before me Scott R. Levin who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public Jennifer Zima Gardner
My Commission Expires:

JENNIFER ZIMA GARDNER, Notary Public
State of Ohio-Ashtabula County
My Commission Expires Jan. 9, 2006

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICERS/DIRECTORS RIDER

RI-Application for Certificate of Authority -Original/Duplicate   Imperial Home Decor Group, Inc.

List of Officers

Name: Doug R. Kelly **Title:** President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Suzanne Schulze Taylor **Title:** Secretary
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Scott R. Levin **Title:** Treasurer
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Michael Landau **Title:** President--Marketing
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Jim Brady **Title:** Vice President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Tracey E. Kooser **Title:** Vice President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Jim Holthus **Title:** Vice President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Steve Jonker **Title:** Vice President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Harry Todd **Title:** Vice President
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Daniel Behrendt **Title:** Controller
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Dennis Schulz **Title:** Assistant Treasurer
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

List of Directors

Name: Doug R. Kelly **Term:** Dec 31, 2001
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

Name: Scott R. Levin **Term:** Dec 31, 2001
Bus. Addr.: 23645 Mercantile Road, Cleveland, Ohio 44122

CONSENT TO USE THE NAME

IMPERIAL HOME DECOR GROUP, INC.

WHILE CONDUCTING BUSINESS IN THIS STATE

Attached, please find (i) an application of The Imperial Home Decor Group (US) LLC to withdraw its foreign qualification to do business in this State and (ii) an application of Imperial Home Decor Group, Inc. to obtain foreign qualification to do business in this State. In the event that any of the material filed by either company is deficient in any manner, The Imperial Home Decor Group (US) LLC, by action of its sole member, IHDG Realty, Inc. (formerly named, The Imperial Home Decor Group Inc.), does hereby consent to Imperial Home Decor Group, Inc.'s use of the following name while conducting business in this State:

IMPERIAL HOME DECOR GROUP, INC.

IN WITNESS WHEREOF, the undersigned's duly authorized representative has executed this consent this 25th day of March, 2001.

THE IMPERIAL HOME DECOR GROUP (US) LLC

By: Suzanne Schulze Taylor

Suzanne Schulze Taylor
Authorized person signing on behalf of
IHDG Realty, Inc.

CL - 576995

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEW IHDG INC.", CHANGING ITS NAME FROM "NEW IHDG INC." TO "IMPERIAL HOME DECOR GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
MAR 30 2001
By

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3357192 8100

AUTHENTICATION: 1052976

010154771

DATE: 03-29-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
NEW IHDG INC.

I, the undersigned, being the sole incorporator of New IHDG Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That the first paragraph of the Certificate of Incorporation be and it hereby is amended to read as follows:

FIRST: The name of the corporation (the "Corporation") is Imperial Home Decor Group, Inc.

SECOND: That the corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have signed this certificate this 29th day of March, 2001.

Suzanne Schulze Taylor
Suzanne Schulze Taylor

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/29/2001
010154771 - 3357192

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NEW IHDG INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3357192 8100

010155209

AUTHENTICATION: 1053179

DATE: 03-29-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/26/2001
010096978 - 3357192

CERTIFICATE OF INCORPORATION

OF

NEW IHDG INC.

A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is New IHDG Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value $0.01 per share.

FIFTH: The Corporation will not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code as in effect on the effective date of the Amended Joint Plan of Reorganization of The Imperial Home Decor Group Inc., its Parent Company and its Debtor Subsidiaries, dated as of January 31, 2001 (the "Bankruptcy Code"); provided, however, that this Article FIFTH (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect, if any, only for so long as Section 1123 is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

SIXTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SEVENTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article SEVENTH shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

EIGHTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any repeal or modification of this Article EIGHTH shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification

NINTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

TENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

ELEVENTH: The name and mailing address of the incorporator is Suzanne Schulze Taylor, 23648 Merchantile Road, Cleveland, Ohio 44122.

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 26 day of February, 2001.

Suzanne Schulze Taylor

Suzanne Schulze Taylor