

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

ID Number: 106011

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 Gallery of Gift Shoppes, Inc.
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is Kitchen Etc

(If the corporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is 02/16/93 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 Resident Agent: CSC Networks, 32 Lookerman Square, Suite L-100, Dover, Delaware
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
(Street)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island
(City/Town) (Zip Code)
at that address is CT CORPORATION SYSTEM

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Retail sale of kitchen tabletop and houseware items.

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

	Name	Address
Director	<u>See Attached</u>	
Director		
President		
Vice President		
Secretary		
Treasurer		

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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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
See Attached			

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
See Attached			

11. An estimate, expressed as a percentage, of the population 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 2.66 %; and 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 6.22%.
12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 42,315,000.
13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 1,127,600.
14. An estimate of the gross amount of business to be transacted by it during the following year at \$ 88,979,000.
15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 5,533,600.
16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Date: April 12, 1999

Gallery of Gift Shoppes, Inc.

(Exact Corporate Name of Corporation Making Application)

By



President or



Vice President (check one)

By



Secretary or



Assistant Secretary (check one)

STATE OF
COUNTY OF

In Dexter, NH, on this 13th day of April, 1999, personally appeared before me Alex J. Corvillo, an officer of the corporation, who, under oath, verified that the information contained in this application is true and accurate.

Susan S. Bailey
Notary Public

My Commission Expires

April 24, 2001

8. The names and address of the directors and officers are:

Title	Name	Address
Director	Allan Coviello	32 Industrial Drive, Exeter, NH 03833
Director	James Goodman	32 Industrial Drive, Exeter, NH 03833
Director	Gregory Peters	32 Industrial Drive, Exeter, NH 03833
Director	Robert Reilly	32 Industrial Drive, Exeter, NH 03833
Director	George Scala	32 Industrial Drive, Exeter, NH 03833
Director	Carmen Scarpa	32 Industrial Drive, Exeter, NH 03833
Director	Leigh Michl	32 Industrial Drive, Exeter, NH 03833
Director	John Ingram	32 Industrial Drive, Exeter, NH 03833
President and Secretary	Allan Coviello	32 Industrial Drive, Exeter, NH 03833
Executive Vice President, Chief Financial Officer and Chief Operating Officer	Thomas Klimback	32 Industrial Drive, Exeter, NH 03833
Assistant Secretary	Howard Rosenblum	32 Industrial Drive, Exeter, NH 03833

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

Authorized Capital Stock	Number of Shares
Common Stock, \$.01 par value per share	105,000,000
Preferred Stock, \$.01 par value per share	99,166,666
Series B Preferred Stock	6,666,666
Series C Preferred Stock	10,000,000
Series D Preferred Stock	82,500,000
Total Shares Authorized:	<u>204,166,666</u>

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
Capital Stock Issued and Outstanding	
Common Stock, \$.01 par value per share	9,533,705
Preferred Stock, \$.01 par value per share	88,626,740.85
Series B Preferred Stock	6,666,666
Series C Preferred Stock	10,000,000
Series D Preferred Stock	71,960,074.85
Total Shares Issued and Outstanding:	<u>98,160,445.85</u>