

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

ID Number: 111813



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
(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 Exel Direct Inc.
2. It is incorporated under the laws of California
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 May 25, 1970 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 _____
Suite 101, 1911 Williams Drive, Oxnard, CA 93030
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in R hode Island at
(City/Town) (Zip Code)
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:
Warehousing, distribution and home delivery of home furnishings and appliances to retail
purchasers on behalf of retailers and manufacturers. 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:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/directors rider</u>	
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
250	Common		\$100

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
43.88	Common		\$100

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7,940,898.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 8,211.
- (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 .1 % \div 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 \$ 180,267,378.
- (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 \$ 1,253,967.
- (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 .7 % \div 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, 2000

Exel Direct Inc.

Print Exact Name of Corporation Making Application

By James J. Allyn

☒ President or ☐ Vice President (check one)

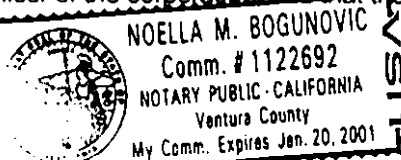
AND

By Brian T. Layfield

☒ Secretary or ☐ Assistant Secretary (check one)

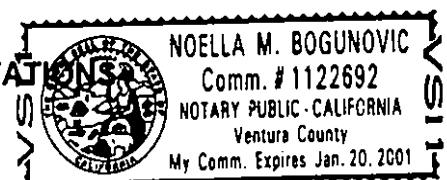
STATE OF California
COUNTY OF Ventura

In Oxnard, California, on this 30th day of March, 2000, James J. Allyn personally appeared before me, James J. Allyn, who, being by me personally sworn, declared that he/she is the 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.



Noella M. Bogunovic
Notary Public Noella M. Bogunovic

My Commission Expires: Jan. 20, 2001



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

EXEL DIRECT INC.
Officers and Directors List

OFFICERS:	
James J. Allyn President and CEO	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Robert J. Crumbley Vice President	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Brian T. Layfield Vice President, Secretary, Treasurer	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Kenneth J. Mangen Vice President	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Maurice A. Mussa Vice President	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Martin T. Boratyn General Counsel, Assistant Secretary	1911 Williams Drive, Suite 101 Oxnard, CA 93030
DIRECTORS:	
James J. Allyn	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Robert J. Crumbley	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Brian T. Layfield	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Kenneth J. Mangen	1911 Williams Drive, Suite 101 Oxnard, CA 93030
Maurice A. Mussa	1911 Williams Drive, Suite 101 Oxnard, CA 93030